SIPL
SADBHAV
Infrastructure Project Ltd.

TRANSFORMING CONNECTIVITY. POWERING GROWTH.

20th ANNUAL REPORT 2025-26

SADBHAV INFRASTRUCTURE PROJET LTD.

Contents

Late Shri Vishnubhai M. Patel
27 January, 1942 – 25 December, 2018
Founder and Former Chairman & Managing Director,
Sadbhav Engineering Ltd.

Building A Legacy. Inspiring The Future.

With a visionary outlook and an unwavering commitment to progress, he helped shape the foundation of Sadbhav.

The principles he stood for continue to guide our aspirations, strengthen our resolve and inspire us to build for the future.

His vision remains a part of every milestone we pursue.

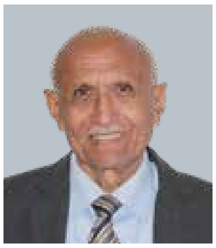
Corporate Information

BOARD OF DIRECTORS

Mr. Shashin V. Patel
Executive Chairman and Whole Tiime Director

Mr. Siddharth Vyas
Non-Executive & Non-Independent Director (w.e.f. 04-09-2025)

Mrs. Shefali Patel
Independent Director



Mr. Ambalal Patel
Independent Director

Mr. Tarang Desai
Independent Director

Mr. Jaldeep Patel
Additional Independent Director (w.e.f 11-08-2026)

Mr. Ankit Shah
Additional Independent Director (w.e.f 11-08-2026)

Mr. Jatin J. Thakkar
Executive Director (Upto 30-09-2025)

BOARD COMMITTEES

Audit Committee

Mrs. Shefali Patel
Chairperson
Mr. Shashin Patel
Member
Mr. Tarang Desai
Member

Nomination and Remuneration Committee

Mrs. Shefali Patel
Chairperson
Mr. Tarang Desai
Member
Mr. Ambalal Patel
Member

Shareholder/Investor Grievance/ Stakeholder Relationship Committee

Mrs. Shefali Patel
Chairperson
Mr. Shashin Patel
Member
Mr. Tarang Desai
Member

Finance and Investment Committee

Mr. Shashin V. Patel
Chairman
Mr. Tarang Desai
Member
Mr. Ambalal Patel
Member

Corporate Social Responsibility Committee

Mr. Tarang Desai
Chairman (w.e.f.12-11-2025)
Mr. Shashin Patel
Chairman
Mrs. Shefali Patel
Member
Mr. Jatin Thakkar
Member (Upto 30-09-2025)

Risk Management Committee

Mr. Tarang Desai
Chairperson
Mr. Shashin Patel
Member
Mrs. Shefali Patel
Member

BANKERS

IDBI Bank
Union Bank of India

CHIEF FINANCIAL OFFICER

Mr. Kaivan Vora
(w.e.f. 27.05.2026)

COMPANY SECRETARY

Mr. Kedar Pandya
(w.e.f. 12.11.2025)

STATUTORY AUDITORS

M/s. S G D G & Associates LLP
(Upto 11.08.2026)

REGISTERED OFFICE

Sadbhav House,
Opp. Law Garden Police Chowki
Ellisbridge, Ahmedabad - 380 006.
Website : www.sadbhavinfra.co.in
CIN: L45202GJ2007PLC049808

REGISTRAR & TRANSFER AGENTS

MUFG Intime India Pvt. Ltd.
(Previously known as Link Intime India Pvt. Ltd.)
(formally Intime Spectrum Registry Limited)
C-101, 1st floor, 247 Park,
L.B.S. Marg, Vikhroli (West),
Vikhroli, Mumbai – 400 083

Message from Chairman

Dear Shareholders,

I am delighted to present to you the Annual Report of your Company and to share my perspective on the year gone by and our priorities for the years ahead.

Your Company has been listed on the BSE and the NSE for the last ten years, and over this period it has established itself as a focused player in the road infrastructure asset space. Over the past years, your Company has placed particular emphasis on efficient cash flow management, recognising that in an asset-heavy business, the discipline of cash is the true measure of resilience.

In pursuance of this philosophy, your Company has successfully monetised and realised the value embedded in its projects through the harmonious substitution of its Hybrid Annuity Mode (HAM) projects. This has enabled the Company to unlock value, reduce its obligations, and redirect its resources towards more productive avenues. Alongside, the Company has succeeded in reducing its operational costs, and this leaner cost structure positions us well as we now move towards obtaining fresh projects.

Your Company is also striving towards a better and simplified corporate structure. As part of this exercise, certain subsidiaries — Special Purpose Vehicles (SPVs) which do not contribute meaningfully to the financials of the Company — may be dissolved. This rationalisation will reduce administrative and compliance overheads, bring greater clarity to the corporate structure, and allow management attention to be concentrated where it creates the most value.

Company is also adopting the vast implementation and use of Artificial Intelligence (AI) in all business segments including project estimation, monitoring or contract management. Company is keeping pace with the developments in micro and macro environment of industry and global economy as whole.

Over a period of years, the company has served many states of the country including Gujarat, Maharashtra, Rajasthan, Haryana, Uttarakhand, Uttar Pradesh and many more including in the southern region of the country. Our legacy of project execution and timely delivery of projects shall continue in future as well. We are committed to serve the nation in best way.

Looking ahead, our primary objective will be to build a strong and quality order book for the upcoming years, which will provide the foundation for sustainable growth. Your Company will continue to manage its cash flows in an efficient manner and will remain steadfast in its endeavour to increase the value of all its stakeholders.

I take this opportunity to sincerely thank all the highway infrastructure authorities for their cooperation extended to your Company, and we look forward to the same spirit of cooperation in the future. I also express my gratitude to our employees, lenders, and business partners for their continued support.

I assure you that your Company remains fully committed to the betterment of the interests of its shareholders, and we shall continue to work with diligence and integrity to deliver on that commitment.

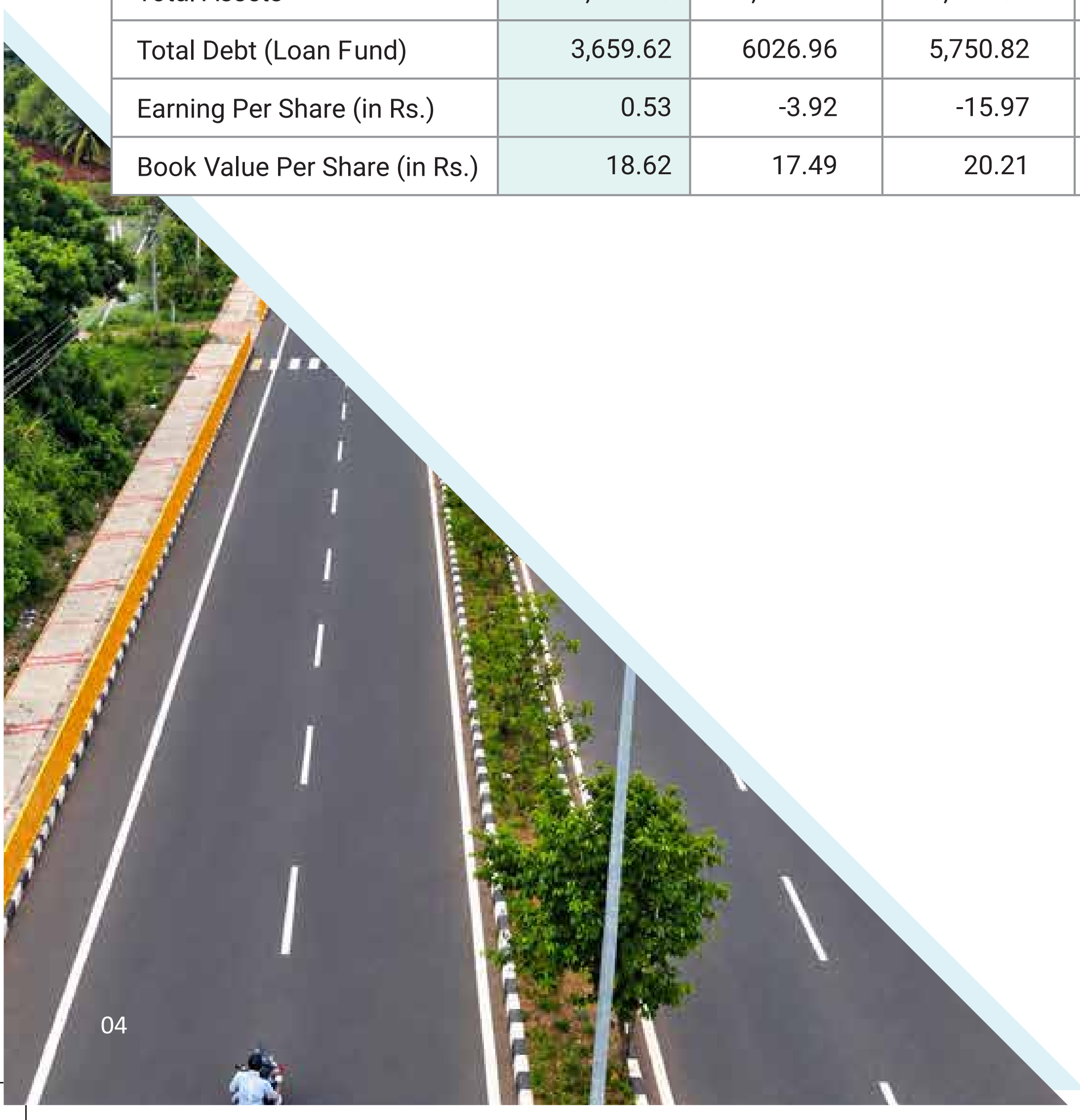
With warm regards,

Shashin Patel
Executive Chairman & Whole Time Director

Financial Highlights

(INR in Million)

Particulars	2025-26	2024-25	2023-24	2022-23	2021-22
Turnover	0	0	225.00	894.14	2,042.10
Total Income	190.2	116.86	432.02	1,273.62	2,344.45
Depreciation	0.09	0.18	0.37	0.7	0.54
Interest (Finance Cost)	734.03	704.17	1,154.33	1,277.44	1,427.87
Exceptional Items	1,154.16	-488.69	-4,509.57	-3,173.53	-1,444.21
Profit After Tax	185.94	-1380.93	-5622.96	-3,575.48	-1,916.46
Equity Dividend %	0.00	0.00	0.00	0.00	0.00
Dividend Payout	0.00	0.00	0.00	0.00	0.00
Equity Share Capital	3,522.25	3,522.25	3,522.25	3,522.25	3,522.25
Other equity	3,035.20	2,637.43	3,595.50	9,219.48	12,794.64
Net worth	6,557.45	6159.58	7,117.75	12,741.73	16,316.89
Total Assets	11,283.96	13,271.50	15,797.37	23,092.85	26,927.46
Total Debt (Loan Fund)	3,659.62	6026.96	5,750.82	7,602.69	8,217.11
Earning Per Share (in Rs.)	0.53	-3.92	-15.97	-10.15	-5.43
Book Value Per Share (in Rs.)	18.62	17.49	20.21	36.17	46.33



SADBHAV INFRASTRUCTURE PROJECT LIMITED

CIN: L45202GJ2007PLC049808

Registered Office : 'Sadbhav House', Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad - 380006, Gujarat • Tel.: +91 079-26463384 • Fax: +91 079-26400210
E-mail: investor@sadbhavinfra.co.in • Web: www.sadbhavinfra.co.in

Notice

NOTICE is hereby given that the 20th Annual General Meeting of SADBHAV INFRASTRUCTURE PROJECT LIMITED ("the Company") will be held on Wednesday, 30th day of September 2026 at 12:00 p.m. (Indian Standard Time) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. **TO CONSIDER AND ADOPT:**

   a. the audited Standalone financial statement of the Company for the financial year ended 31st March, 2026, the reports of the Board of Directors and Auditors thereon; and

   b. the audited consolidated financial statement of the Company for the financial year ended 31st March, 2026 and the report of Auditors thereon.

2. To appoint a director in place of Mr. Siddharth Vyas (DIN:01833867), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. **RATIFICATION OF REMUNERATION TO COST AUDITOR:**

   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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. J. B. Mistri & Co., Cost Accountants in Practice having Firm Reg. No. 101067 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27 amounting to ₹ 25,000/- per annum plus applicable tax and re-imbursement of out of the pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

4. **APPOINTMENT OF MR. ANKIT KISHORBHAI SHAH (DIN: 11821847) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

   "RESOLVED THAT pursuant to the provisions of Section 149 and Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17, Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Ankit Kishorbhai Shah (DIN: 11821847), who was appointed as an Additional Independent Director of the Company w.e.f. 11th August, 2026 to hold office upto this General Meeting and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from 11th August, 2026 to 10th August, 2031."

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break-up of the remuneration within the above said maximum permissible limit."

5. **APPOINTMENT OF MR. JALDEEP PRAKASHBHAI PATEL (DIN: 11821907) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

   "RESOLVED THAT pursuant to the provisions of Section 149 and Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17, Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Jaldeep Prakashbhai Patel (DIN: 11821907), who was appointed as an Additional Independent Director of the Company w.e.f. 11th August, 2026 to hold office upto this General Meeting and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from 11th August, 2026 to 10th August, 2031."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break-up of the remuneration within the above said maximum permissible limit."

6. **TO CONSIDER AND APPROVE THE PLEDGE OF SHARES HELD BY THE COMPANY IN ITS MATERIAL SUBSIDIARY I.E. MAHARASHTRA BORDER CHECK POST NETWORK LIMITED ('MBCPNL') AS PER THE PROVISIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 24(5) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and other applicable SEBI regulations, applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to take any action in respect of pledge or any other security or encumbrance over the shareholding of the Company in MBCPNL including by way of enforcement of any such security and consequent sale, transfer, alienation, appropriation, exchange and/or disposal of Company's shareholding in MBCPNL, whether or not such action results in reduction of the Company's shareholding to less than 50% (fifty percent) or ceasing the exercise of control by the Company over MBCPNL.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and any of the committee thereof as may be delegated by the Board from time to time be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard, deal with all such matters and take all such necessary steps as it may in its discretion deem necessary, expedient or desirable, from time to time, to give effect to the foregoing resolution, and to settle, negotiate, finalize, sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and to file applications and make representations to seek approvals and consents.

RESOLVED FURTHER THAT all actions taken by the Board or any committee or any other official of the Company or any other Officer(s)/Authorized Representative(s)of the Company or any advisor, consultant, agent or intermediary authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary."

7. **TO CONSIDER AND APPROVE THE PLEDGE OF SHARES HELD BY THE COMPANY IN ITS MATERIAL SUBSIDIARIES I.E. SADBHAV HYBRID ANNUITY PROJECT LIMITED ('SHAPL'), SADBHAV NAINITAL HIGHWAY LIMITED ('SNHL'), SADBHAV RUDRAPUR HIGHWAY LIMITED ('SRHL') AND SADBHAV VIDARBHA HIGHWAY LIMITED ('SVHL') [HEREINAFTER REFERRED TO AS THE 'SUBJECT MATERIAL SUBSIDIARIES'] AND GIVING SECURITIES EXCEEDING 20% OF THE ASSETS OF THE SUBJECT MATERIAL SUBSIDIARIES PURSUANT TO THE PROVISIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 24 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and other applicable SEBI regulations, applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to (1) take any action with respect of pledge or any other security or encumbrance over the shareholding of the Company in subject material subsidiaries including by way of enforcement of any such security and consequent sale, transfer, alienation, appropriation, exchange and/or disposal of Company's shareholding in subject material subsidiaries, whether or not such action results in reduction of the Company's shareholding to less than 50% (fifty percent) or ceasing the exercise of control by the Company over the subject material subsidiaries; (2) divest by way of sale, transfer, lease, assignment or hiving off or disposal including by way of pledge (and disposal upon invocation of pledge), creation of security or any other encumbrance (and disposal upon enforcement of such security or other encumbrance), and/or by way of or through other contractual arrangements, having value more than 20% of the assets of subject material subsidiaries on an aggregate basis, present or future, during a financial year, in favour of potential investors / lenders / buyers/ security agents / trustees through for securing or providing comfort in relation to financial indebtedness of the Company and/or any other group company, by way of creation and/or enforcement of pledge, charge, mortgage, hypothecation or any other encumbrance or through other contractual arrangements, for any purpose in connection with the business activities of the Company and/ or of any group company of the company, including but not limited to the borrowing availed / proposed to be availed by the Company and/or any group company of the company, in one or more tranches, on such terms and conditions (including timing, manner and extent of pledge/creation of lien or encumbrance) as the Board of the Company may in its absolute discretion decide or deem fit in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and any of the committee thereof as may be delegated by the Board from time to time be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard, deal with all such matters and take all such necessary steps as it may in its discretion deem necessary, expedient or desirable, from time to time, to give effect to the foregoing resolution, and to settle, negotiate, finalize, sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and to file applications and make representations to seek approvals and consents.

RESOLVED FURTHER THAT all actions taken by the Board or any committee or any other official of the Company or any other Officer(s)/Authorized Representative(s)of the Company or any advisor, consultant, agent or intermediary authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary."

8. **APPROVAL FOR SALE, TRANSFER, DISPOSAL OF ASSETS EXCEEDING 20% OF THE ASSETS OF THE COMPANY'S MATERIAL SUBSIDIARIES I.E. "1) SADBHAV MAINTENANCE INFRASTRUCTURE PRIVATE LIMITED AND 2) SADBHAV INFRA SOLUTIONS PRIVATE LIMITED" (HEREINAFTER REFERRED TO AS TARGET SUBSIDIARY) AND/OR FOR LIQUIDATION OR OTHERWISE DISPOSAL OF THE ENTIRE SHAREHOLDING HELD BY THE COMPANY IN ITS MATERIAL SUBSIDIARY, RESULTING IN CESSATION OF CONTROL OVER THE MATERIAL SUBSIDIARY, PURSUANT TO REGULATIONS 24(5) AND 24(6) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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

RESOLVED THAT pursuant to Regulations 24(5), 24(6) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s) or modification(s) or re-enactment thereof, for the time being in force), the provisions of the Companies Act, 2013 (as may be applicable), the Memorandum and the Articles of Association of the Company and subject to such other consent(s), sanction(s), permission(s), clearance(s) and approval(s) as may be required from the appropriate statutory and regulatory authorities in this regard, the consent and approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to approve the voluntary winding up and consequent dissolution of its two material Subsidiaries i.e. Sadbhav Maintenance Infrastructure Private Limited and Sadbhav Infra Solutions Private Limited ("Target Subsidiary") and consequently, to transfer, alienation, appropriation, exchange and/or disposal of Company's shareholding in subject material subsidiaries, whether or not such action results in reduction of the Company's shareholding to less than 50% (fifty percent) or ceasing the exercise of control by the Company over the target subsidiary in terms of regulation of 24(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or to divest by way of sale, transfer, lease, assignment or hiving off or disposal including by way of pledge (and disposal upon invocation of pledge), creation of security or any other encumbrance (and disposal upon enforcement of such security or other encumbrance), and/or by way of or through other contractual arrangements, having value more than 20% of the assets of subject material subsidiaries on an aggregate basis, present or future, during a financial year in terms of regulation 24(6) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT in terms of Regulation 24(5) and Regulation 24(6) of the Listing Regulations, such liquidation and consequent dissolution may involve inter alia the following actions as part of, and incidental to the liquidation process:

a. the sale, transfer, divestment or other disposal, directly or indirectly, of the shares or investments held in the Target Subsidiary, in whole or in part, in accordance with applicable laws of Singapore, notwithstanding that such transaction(s) may result in (i) a reduction/ cessation of the entire shareholding of the Company in the Target Subsidiary, or (ii) the cessation of control by the Company over the Target Subsidiary, or (iii) the cessation of the legal existence of the Target Subsidiary; and/or

b. the sale, transfer, lease or other disposal of all or substantially all of the assets of the Target Subsidiary, on an aggregate basis during a financial year, which may constitute more than 20% of the assets of the Target Subsidiary, in accordance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all the necessary steps in connection with and incidental to the said liquidation/disposal, including the sale, transfer, or otherwise dispose of the shareholding / assets held by the Company in the a Material Subsidiary, as may be required in the course of the liquidation process, as more particularly described in the explanatory statement, and on such terms and conditions and with such modification as may be required by any of the concerned authorities and at such time(s) and in such form as may be decided by, and in such manner as both, the Board of Directors of the Company and the said Material Subsidiary deem fit and appropriate.

RESOLVED FURTHER THAT the Board of Directors of the company and/or the Board of Directors of the target Subsidiary of the Company be and are hereby authorized to do all such acts, deeds, matters and things including but not limited to authorizing signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to sign, execute and register agreement(s), such other document(s), by whatever name called including power of attorney and to do all such acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto as they may in their absolute discretion deem fit, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the aforesaid concerned Material Subsidiary (as the Board of such Material Subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to perform all such acts, matters deeds and things as may be necessary to give proper effect to the above resolution."

9. **APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors at their meeting held on 5th September, 2026, wherein the Board had appointed M/s. O R Maloo & Co., Chartered Accountants (Firm Registration No. 135561W) to fill the casual vacancy caused by the resignation of the previous Statutory Auditors, the approval of the Members of the company be and is hereby accorded for the appointment of M/s. M/s. O R Maloo & Co., Chartered Accountants (Firm Registration No. 135561W) as the Statutory Auditors of the company, who have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules, to fill the casual vacancy caused by the resignation of the erstwhile Statutory Auditors M/s. SGDG & Associates LLP, Chartered Accountants.

RESOLVED FURTHER THAT M/s. O R Maloo & Co., Chartered Accountants, shall hold office as the Statutory Auditors of the company from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 25th AGM to be held in 2031, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT board of director be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

Date: 5th September, 2026
Place: Ahmedabad

By Order of the Board of Directors
Sadbhav Infrastructure Project Limited

Registered Office:
"Sadbhav House",
Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad – 380006
CIN : L45202GJ2007PLC049808

Shashin V. Patel
Executive Chairman
DIN-00048328

NOTES:

1. Pursuant to the General Circular No. 14/2020 dated 8 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated 28 December, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No 09/2024 dated September 19, 2024 and General Circular No 03/2025 dated September 22, 2025 (Collectively "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and Circular no. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 7 October, 2023 Circular no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars") issued by the Securities and Exchange Board of India ("SEBI") and in Compliance with the applicable provision of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),the 20th AGM of the Company is being convened and conducted through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) through VC/OAVM is annexed hereto.
3. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / reappointment at this AGM is annexed.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer/RTA by email through its registered email address to nilesh.dalwadi@in.mpms.mufg.com with a copy marked to helpdesk.evoting@cdslindia.com
6. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e- voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 20th AGM being held through VC/OAVM.
7. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.

8. In line with the MCA Circulars, the notice of the 20th AGM along with the Annual Report 2025-26 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2025-26 will also be available on the Company's website at https://www.sadbhavinfra.co.in/en/investors.html websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.

9. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited on nilesh.dalwadi@in.mpms.mufg.com

10. Company has uploaded the data regarding unpaid and unclaimed dividends amount lying with the Company on the website of the Company as well as on the website of the Ministry of Corporate Affairs. Investors are therefore requested to verify the data and lodge their claims of unpaid dividend, if any.

11. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members in electronic mode.

12. The Register of Members and Share Transfer Books will be closed from Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive).

13. In Case of Physical shares, Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be provided on request.

14. Pursuant to the erstwhile provisions of Section 124 (6) of the Companies Act, 2013, dividend for the financial year ended as on 31st March, 2017 and thereafter, which remains unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to Section 125 of the Companies Act, 2013.

Financial Year Ended	Date of Declaration of Dividend	Last Date for Claiming Dividend
31-03-2019	25-09-2019	25-10-2026

According to the provisions of the Act, shareholders are requested to note that no claims shall lie against the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made in respect of such claims.

15. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case, shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

16. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's R & T Agent for assistance in this regard.

17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e- voting system on the date of the AGM will be provided by CDSL.

18. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

19. The attendance of the Members attending the AGM through VC/OAVM will be counted for ascertaining the quorum under Section 103 of the Companies Act, 2013.

20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and Circular no. 02/2021 dated January 13, 2021, the Notice calling the AGM has been uploaded on the website of the Company at www.sadbhavinfra.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/

EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.sadbhavinfra.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022. General Circular No. 10/2022 dated 28.12.2022, General circular No. 09/2023 dated 25.09.2023, General circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025 and after due examination, it has been decided to allow companies to conduct their AGMs/EOGMs through VC or OAVM till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. The voting period begins on Sunday, 27th September, 2026 at 09:00 AM and ends on Tuesday, 29th September, 2026 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

   Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

   In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

   Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL Depository	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the Sadbhav Infrastructure Project Limited on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the

Scrutinizer and to the Company at the email address viz; Investor@sadbhavinfra.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven (7) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders , Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Other Instructions:

i. The remote e-voting period commences on Sunday, September 27, 2026 at 9.00 a.m. and ends on Tuesday, September 29, 2026 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Wednesday, September 23, 2026, may cast their vote through e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.

iii. Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (Membership No. FCS 2587, COP No. 2407) (Shaival Plaza, 4th Floor, Gujarat College Road, Ellisbridge, Ahmedabad 380006) or in his absence any other practicing professional shall be appointed as the Scrutinizer to scrutinize the Voting and remote e-voting process in a fair and transparent manner.

iv. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote-e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days from the conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or any of the Director or CEO or Company Secretary of the Company.

   The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sadbhavinfra.co.in and on the website of CDSL www.evotingindia.com within two working days of the passing of the resolutions at the 20th AGM of the Company to be held on Wednesday, September 30, 2026 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Details of Directors Seeking Appointment/Re-Appointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and in terms of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below.:

Director Name	**Mr. Siddharth Vyas**	**Mr. Ankit Kishorbhai Shah**	**Mr. Jaldeep Prakashbhai Patel**
DIN	01833867	11821847	11821907
Date of Birth	4th August,1972	9th March, 1981	7th January, 1981
Age	53 Years	45 Years	45 Years
Date of Appointment	September 04, 2025	August 11, 2026	August 11, 2026
Functional Expertise	In the field of the financial designing, policy making and implementation.	In the field of the trading industry, financial designing, policy making and implementation.	In the field of Sale and Marketing stratergies, policy making and implementation and Building bands.
Education Qualifications	MBA (Finance)	PGDM (Communication), B.Com	MBA (Finance)
Experience	More than 30 Years	More than 20 Years	More than 20 Years
Board Position Held (Designation)	Non-Executive Non Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Brief Profile of Director	Siddharth Bhupendrabhai Vyas holds a Master degree in Business Administration from NIM. He has the experience of working with top management and also as a CFO, he also has expertise in financial modelling, policy making, implementation and financial discipline.	Mr. Ankit Kishorbhai Shah (DIN: 11821847) is an accomplished business leader in the steel trading industry. As a key driving force behind Jainex Steel, he has played a pivotal role in building and strengthening the company's reputation as a trusted partner for corporate customers across diverse industries.	Mr. Jaldeep Prakash Patel (DIN: 11821907) having an experience in Sales & Marketing leader with driving revenue growth, leading integrated marketing strategies, and expanding markets across India and global regions (US, Europe, APAC). Proven in aligning sales & marketing to deliver outcomes, building brands, and scaling business.
Terms and conditions of Appointment	NA	First Term for the period of Five Years w.e.f. 11th August, 2026 to 10th August, 2031.	First Term for the period of Five Years w.e.f. 11th August, 2026 to 10h August, 2031
Details of remuneration paid/ last drawn	NA	NA	NA
Remuneration sought to be paid	NA	NA	NA
No. of Meetings of the Board attended during the year	01	NA	NA
Disclosure of relationships between directors inter-se and with Manager and KMP of the Company	Mr. Siddharth Vyas is not related to any director or KMP of the company.	Mr. Ankit Shah is not related to any director or KMP of the company	Mr. Jaldeep Patel is not related to any director or KMP of the company
Directorship in other listed Companies	1. Sadbhav Engineering Limited	1. Sadbhav Engineering Limited	1. Sadbhav Engineering Limited
Chairman/ Member of Committee in other Listed Companies	None	None	None
Chairman/Member of Committee in other Companies	None	None	None
No. of Equity Shares held in the Company	None	None	None

Director Name	Mr. Siddharth Vyas	Mr. Ankit Kishorbhai Shah	Mr. Jaldeep Prakashbhai Patel
Names of companies along with listed entities in which person has resigned in the past three years.	NA	NA	NA
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Finance Professional, Policy maker in corporate management.	Business management - experience and strategic decision-making capabilities.	Marketing leader with driving revenue growth, leading integrated marketing strategies, and expanding markets across India and global regions
Justification for appointment of Independent Director	NA	Based on his skills, capabilities and years of experience, Board of Directors have recommended his appointment as an Independent Director of the Company in order to benefit the Company in taking effective business decisions under his Guidance.	Based on his skills, capabilities and years of experience, Board of Directors have recommended his appointment as an Independent Director of the Company in order to benefit the Company in taking effective business decisions under his Guidance.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Special Business:

Item No. 3

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. J. B. Mistri & Co, Cost Accountant in Practice (Firm Reg. No. 101067), to conduct the audit of the cost records maintained by the Company for the financial year 2026-27, at their meeting held on 11th August, 2026.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2026-27 as set out in the resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

Mr. Ankit Kishorbhai Shah (DIN- 11821847) was appointed as an Additional Director on the Board of the Company w.e.f. 11th August, 2026 to hold office upto this General Meeting of the Company. The Nomination and Remuneration Committee (the 'NRC Committee') of the Board of Directors, have recommended appointment of Mr. Ankit Kishorbhai Shah (DIN- 11821847), as an Independent Director, for a term of 5 (Five) consecutive years, on the Board of the Company w.e.f. 11th August, 2026 to 10th August, 2031.

The Board, as per the recommendation of the NRC Committee, considers that, given his background and experience, it is beneficial to appoint Mr. Ankit Kishorbhai Shah (DIN-11821847), as an Independent Director of the Company. Accordingly, Mr. Ankit Kishorbhai Shah (DIN-11821847) is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

Mr. Ankit Kishorbhai Shah (DIN- 11821847), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Director.

The Company has also received declaration from Mr. Ankit Kishorbhai Shah (DIN- 11821847), that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Ankit Kishorbhai Shah (DIN-11821847), fulfils the conditions for appointment as an Independent Director a specified in the Act and the Listing Regulations. Details of Mr. Ankit Kishorbhai Shah (DIN-11821847) is provided as an Annexure to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Board of Directors recommends to pass Resolution mentioned in Item No 4 of the Notice as a Special Resolution for appointment of Mr. Ankit Kishorbhai Shah (DIN-11821847). Mr. Ankit Kishorbhai Shah (DIN-11821847) is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Ankit Kishorbhai Shah (DIN-11821847) may be deemed to be interested in the resolution for appointment to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out in Item No. 4 of the Notice for approval by the members.

Item No. 5

Mr. Jaldeep Prakashbhai Patel (DIN-11821907) was appointed as an Additional Director on the Board of the Company w.e.f. 11th August, 2026 to hold office upto this General Meeting of the Company. The Nomination and Remuneration Committee (the 'NRC Committee') of the Board of Directors, have recommended appointment of Mr. Jaldeep Prakashbhai Patel (DIN-11821907), as an Independent Director, for a term of 5 (Five) consecutive years, on the Board of the Company w.e.f. 11th August, 2026 to 10th August, 2031.

The Board, as per the recommendation of the NRC Committee, considers that, given his background and experience, it is beneficial to appoint Mr. Jaldeep Prakashbhai Patel (DIN- 11821907), as an Independent Director of the Company. Accordingly, Mr. Jaldeep Prakashbhai Patel (DIN-11821907) is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

Mr. Jaldeep Prakashbhai Patel (DIN- 11821907), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Director.

The Company has also received declaration from Mr. Jaldeep Prakashbhai Patel (DIN-11821907), that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Jaldeep Prakashbhai Patel (DIN-11821907), fulfils the conditions for appointment as an Independent Director a specified in the Act and the Listing Regulations. Details of Mr. Jaldeep Prakashbhai Patel (DIN-11821907) is provided as an Annexure to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Board of Directors recommends to pass Resolution mentioned in Item No 5 of the Notice as a Special Resolution for appointment of Mr. Jaldeep Prakashbhai Patel (DIN-11821907). Mr. Jaldeep Prakashbhai Patel (DIN-11821907) is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Jaldeep Prakashbhai Patel (DIN-11821907) may be deemed to be interested in the resolution for appointment to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out from Item No. 5 of the Notice for approval by the member.

Item No. 6:

a. **Overview of MBCPNL**

Maharashtra Border Check-Post Network Limited is a material subsidiary of the Company, which was incorporated on 9th March, 2009 with an object to undertake, design, develop, establish, construct, modernize, computerize, operate, improve, repair, administer, manage etc. for the work of border of check post in the state of Maharashtra on Built, Operate and Transfer (BOT) or otherwise and construct toll plazas and other works related thereto.

b. **Regulatory requirement and Rationale:**

Regulation 24(5) of SEBI (Listing Obligations and Disclosure Regulations) 2015 provides that a listed entity shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ Tribunal or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code.

Considering the future business planning and financial transaction of the company and in the group companies of the company, company may be required to pledge the shares of MBCPNL in number which may exceed the limit as set forth in Regulation 24(5) of SEBI (Listing Obligations and Disclosure Regulations) 2015, therefore with a view to bring the administrative and regulatory ease in managing the future business and financial plans of the company, the board of directors have proposed the resolution as specified in item no. 6 in their meeting held on 11th August, 2026, for the approval of the shareholders.

Since, MBCPNL is the material subsidiary of the Company, the proposed transaction will require Shareholders' approval by way of Special resolution in terms of Regulation 24 (5) of the said Regulations.

c. **Recommendation of the Board:**

The Board of Directors recommend to pass the special resolution as stated in Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their respective shareholding, if any, in the Company.

Item No. 7:

a. **Overview of the Subject Material Subsidiaries:**

Sadbhav Hybrid Annuity Project Limited ('SHAPL') is a wholly owned material subsidiary company of the company incorporated with the primary object of provide, develop, own, maintain, operate, instruct, execute, carry out, improve, construct, repair, work, administer, manage, control or acquire, any infrastructure facilities including but not limited to roads, bridges, airports, ports, waterways, rail system, highway projects, water supply projects, pipelines, sanitation and sewerage systems, supply and distribution of electricity, power projects, other works or convenience, either directly or through any subsidiary or associate company through Hybrid Annuity Mode (HAM), build, operate and transfer (BOT) or build, own operate and transfer (BOT) or build, operate, lease and transfer (BOLT) basis or any other mode.

While the other three subject material subsidiaries i.e. Sadbhav Nainital Highway Limited ('SNHL'), Sadbhav Rudrapur Highway

Limited ('SRHL') and Sadbhav Vidarbha Highway Limited ('SVHL') are special purpose vehicle (SPVs) of the company being incorporated to execute / domicile and construct national highways in the state of Uttarakhand, Uttar Pradesh and Maharashtra. All these three subject material subsidiaries are wholly owned subsidiaries of the company.

b. **Regulatory requirement and Rationale:**

Regulation 24(5) of SEBI (Listing Obligations and Disclosure Regulations) 2015 provides that a listed entity shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ Tribunal or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code.

Further, Regulation 24(6) of SEBI (LODR) Regulations, 2015 provides that no company shall sell, dispose off and lease of assets having it's value amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution in its general meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.

Hence, Considering the future business planning and financial transaction of the company and in the group companies of the company, company may be required to pledge the shares of subject material subsidiaries in number which may exceed the limit as set forth in Regulation 24(5) of SEBI (Listing Obligations and Disclosure Regulations) 2015, also the company may be required to divest by way of sale, transfer, lease, assignment or hiving off or disposal including by way of pledge (and disposal upon invocation of pledge), creation of security or any other encumbrance (and disposal upon enforcement of such security or other encumbrance), and/or by way of or through other contractual arrangements, having value more than 20% of the assets of subject material subsidiaries on an aggregate basis, present or future, during a financial year, in favour of potential investors / lenders / buyers/ security agents / trustees through for securing or providing comfort in relation to financial indebtedness of the Company and/or any other group company, by way of creation and/or enforcement of pledge, charge, mortgage, hypothecation or any other encumbrance or through other contractual arrangements, for any purpose in connection with the business activities of the Company and/or of any group company of the company, including but not limited to the borrowing availed / proposed to be availed by the Company and/or any group company of the company, therefore with a view to bring the administrative and regulatory ease in managing the future business and financial plans of the company, the board of directors have proposed the resolution as specified in item no. 7 in their meeting held on 11th August, 2026, for the approval of the shareholders.

c. **Recommendation of the Board:**

The Board of Directors recommend to pass the special resolution as stated in Item No. 7 of the accompanying Notice for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their respective shareholding, if any and holding of directorship as per the statutory requirement, in the subject material subsidiaries.

Item No. 8:

The Company holds entire of the share capital of Sadbhav Maintenance Infrastructure Private Limited and Sadbhav Infra Solutions Private Limited ("Target Subsidiary") which qualifies as a material subsidiary of the Company as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board of Directors, after due consideration of the business operations and future prospects of the Target Subsidiary, resolved to initiate a voluntary winding up/ liquidation of target Subsidiaries. The Target Subsidiary cannot, by reason of its operational absence, continue its business. Further, the Target Subsidiary does not contribute significantly to the consolidated turnover or profitability of the Company and the liquidation will enable the Company to rationalise its corporate structure, reduce administrative and compliance costs, and focus resources on core business activities. The liquidation/winding up/closure is not expected to have any adverse impact on the operations or financial position of the Company. Upon completion of the liquidation/winding up/closure process, the Target Subsidiary will be dissolved. As a part of this liquidation/winding up/closure process, and in line with the strategic restructuring of the business operations and considering various other prevailing competitive and market conditions, the Target Subsidiary proposes to sell, transfer, liquidate or otherwise dispose of, its assets, including its equipment, machinery, installations and other assets of any nature whatsoever, together with the disinvestment of the Company's shareholding in its Target Subsidiary, as detailed in the Resolution set out under Item No.8 of this notice, with an intent to reduce its liabilities and to effect an orderly winding up/closure of target subsidiary.

In terms of Regulation 24(5) of the Listing Regulations, a listed entity is not permitted to dispose of its shareholding in its material subsidiary which results in a reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% or cease the exercise of control over the subsidiary without passing a special resolution, except in cases where such divestment is made under a scheme of arrangement or under a resolution plan under the Insolvency and Bankruptcy Code, 2016. Given that the Company may cease to hold any shareholding in the Target Subsidiary and cease to exercise control over Target Subsidiary, approval of the Company's shareholders is being sought by way of a special resolution.

Further, in terms of Regulation 24(6) of the Listing Regulations, prior approval of the shareholders by way of a special resolution is also required where a listed entity, together with its subsidiaries, sells, disposes or leases assets amounting to more than 20% of the assets of a material subsidiary on an aggregate basis during a financial year, other than as part of a scheme of arrangement or under a resolution plan approved under the Insolvency and Bankruptcy Code, 2016. Given that, pursuant to the creditors' voluntary winding up of Target Subsidiary, all or substantially all of the Target Subsidiary's assets (including equipment, machinery, installations and other assets of any kind) will be disposed of in accordance with applicable laws, the approval of the Company's shareholders is also being sought in terms of Regulation 24(6).

In view of the same and based on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on 5th September, 2026, has approved and recommended the above proposal, as mentioned in the special resolution set out under Item No.8 above, subject to obtaining the approval of the shareholders of the Company by means of passing a special resolution in terms of Regulations 24(5) and (6) of the Listing Regulations and subject to obtaining such other approvals, consents, permissions and sanctions as may be necessarily required from the appropriate authorities in this regard.

Accordingly, your directors recommend the special resolution as set out under Item No.8 in the accompanying Notice for the approval of the Members in ensuing 20th Annual General Meeting of the company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the special resolution set out in Item No. 8 of the Notice, except to the extent of their shareholding in the Company, if any.

Item No.9:

The company has received the resignation letter which became effective from 12th August, 2026 from M/s. SGDG & Associates LLP, Chartered Accountants, along with the information required pursuant to SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October 2019. The outgoing Statutory Auditors have confirmed that there were no concerns, issues or circumstances connected with their resignation, including any concerns relating to the management or the company's financial reporting, and that they had received all information and explanations sought by them during their tenure.

The Audit Committee and the Board of Directors noted that no material concerns were raised by the Auditors and accordingly accepted their resignation. The Company intimated the Stock Exchanges on 11th August, 2026, in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, a casual vacancy has arisen in the office of the Statutory Auditors of the Company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, any casual vacancy caused by the resignation of the Statutory Auditors is required to be filled by the Board of Directors within one month, and such appointment shall be approved by the Members within three months from the date of the Board's appointment. The auditor so appointed shall hold office until the conclusion of the next Annual General Meeting of the Company.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 5th September, 2026, approved and recommended the appointment of M/s. O R Maloo & Co., Chartered Accountants (FRN:135561W) as the Statutory Auditors of the Company to fill the aforesaid casual vacancy arising from the resignation of M/s. SGDG & Associates LLP, Chartered Accountants.

M/s. O.R. Maloo & Co., Chartered Accountants have furnished their written consent to act as Statutory Auditors of the Company and confirmed that their appointment, if approved by the Members, will be in accordance with the provisions of the Companies Act, 2013 and that they satisfy the eligibility criteria prescribed under Section 141 of the Act. The firm is Peer Review certified and holds a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India (ICAI).

While recommending the appointment, the Audit Committee and the Board of Directors have considered the firm's credentials, independence, audit quality, industry experience in audit of listed entities and peer review status.

The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors in consultation with the Audit Committee and the Statutory Auditors, based on the scope of audit.

The Board recommends the passing of the proposed resolution for the approval of the Members. The Brief details of the appointment of the Audit firm are given herein:

Sr. No.	Particulars	Details
1	Name of the Auditor	M/s. O R Maloo & Co., Chartered Accountants having FRN 135561W.
2	Date of appointment & Term of appointment	W.e.f., 5th September, 2026 to Hold office until the next AGM. subject to the approval of Shareholders they shall hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 25th AGM to be held in 2031.
3	Brief Profile	A leading Firm of Auditors with a large client base spanning in various industries including infrastructure, real estate, manufacturing, pharmaceuticals, telecom, fintech and tech start-ups. The firm is registered with the Institute of Chartered Accountants of India having Firm Registration No. 135561W. Founders of the firm have vast experience of more than 35 years in the field of Accounts, Audit, and Taxation.
4	Disclosure of relationships between Directors (in case of appointment of a director)	There is no association with any of the Directors.

Accordingly, the approval of shareholders of the Company is sought by way of an Ordinary Resolution.

The Board of Directors recommends the passing of the resolution in Item No. 9 of the Notice as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the company

Date: 5th September, 2026
Place: Ahmedabad
Registered Office:
"Sadbhav House",
Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad – 380006
CIN : L45202GJ2007PLC049808

By Order of the Board of Directors
Sadbhav Infrastructure Project Limited

Shashin V. Patel
Executive Chairman
DIN-00048328

Directors' Report

To
The Members,

Your Directors have pleasure in submitting their 20th Annual Report of the Company together with the Audited Statements of Accounts for the financial year ended on 31st March, 2026.

FINANCIAL RESULTS

The Group's financial performances for the year under review along with previous year's figures are given hereunder:

(Rs. In Million)

PARTICULARS	Standalone		Consolidated	
	2025-26	**2024-25**	**2025-26**	**2024-25**
Revenue from Operations	0.00	0.00	7,745.58	7,039.55
Other Income	190.20	116.86	528.40	557.56
Total Revenue	190.20	116.86	8,273.98	7,597.11
Profit Before Taxation	185.86	(1,380.93)	624.02	(102.22)
Less: Tax Expense	(0.08)	0.00	172.99	240.34
Profit/(Loss) for the period after tax and minority interest	185.94	(1,380.93)	451.02	(342.56)
Other comprehensive income	2.27	(0.11)	(11.95)	(1.27)
Total comprehensive income (after tax)	188.21	(1,381.04)	439.07	(343.83)

Dividend

Directors do not recommend any dividend for the financial year ended on 31st March, 2026.

DIVIDEND DISTRIBUTION POLICY

The Board of Directors of the Company has adopted a Dividend Distribution Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: https://www.sadbhavinfra.co.in/en/pdf/dividend-distribution-policy.pdf

AMOUNT TO BE CARRIED TO RESERVES

The Company transfers entire sum of net loss incurred to Retained Earnings during the year under review.

Share Capital

The paid up Equity Share Capital as at 31st March, 2026 is ₹352,22,52,160/-. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence the details under rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not required to be disclosed.

DEBENTURES

The Company has following Non-convertible Debentures (NCDs) as on 31st March, 2026:

1. **Series B** - 6506 (Six Thousand Five Hundred Six) Unlisted, Unrated, Secured, Redeemable, Non- Convertible Debentures of a face value of Rs. 1,00,000/- (Rupees One Lakh Only) each of an aggregate nominal value of up to Rs. 65,06,00,000/- (Sixty Five Cores Six Lakhs Only) ("Debentures"). (The said 6505 Debentures have been fully paid by the company in July, 2026)

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the year, Company reported at standalone level, the Revenue from Operations amounting to ₹0.00 million as against ₹0.00 million in the previous year. The Net Loss reported for the year was ₹ 185.94 million against Net Loss of ₹1380.9 million as per previous year. The Consolidated Revenue from Operations was ₹ 7,745.58 million as against ₹7039.55 million in the previous year. Your Company has achieved consolidated total income of ₹ 8,273.98 million as against ₹7,597.11 million in the previous year.

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on corporate governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the certificate from the Practicing Company Secretary confirming the compliance, is annexed and forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

The Management Discussion and Analysis report, capturing your Company's performance, industry trends and other material changes with respect to your Company is presented in a separate section forming part of the Annual Report. The Report provides a consolidated perspective of economic, social and environmental aspects material to our strategy and our ability to create and sustain value to our key stakeholders and includes aspects of reporting as required by Regulation 34(2) (e) read with Schedule V of the Listing Regulations.

Change in the nature of business, if any

There are no material changes in the nature of business during the year.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitment if any affecting the financial position of the company occurred between the ends of the financial year to which this financial statements relate and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

RISK MANAGEMENT

Risk management comprises all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks.

Pursuant to the provisions of Regulation 21 of the Listing Regulations, the Company is not required to constitute a Risk Management Committee; however, as a measure of good governance, the Company has constituted a Risk Management Committee of the Board. The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. The Company's management systems, organizational structures, processes, standards, code of conduct, Internal Control and Internal audit methodologies and processes that governs as to how the Company conducts its business and manages associated risks. The Company also has in place a Risk Management Policy to identify and assess the key risk areas. The Members of the Audit Committee monitors and reviews the implementation of various aspects of the Risk Management Policy. This robust Risk Management framework seeks to create transparency, minimize adverse impact on business objectives and enhance the Company's competitive advantage. Major risks identified by the Company are systematically addressed through mitigating actions on a continuous basis. The Company has also adopted Risk Assessment, Minimization and Control Procedures. At present no particular risk whose adverse impact may threaten the existence of the Company is visualized.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has appropriate internal control systems for business processes with regard to its operations, financial reporting and compliance with applicable laws and regulations. It has documented policies and procedures covering financial and operating functions and processes. These policies and procedures are updated from time to time and compliance is monitored by the internal audit function as per the audit plan. The Company continues its efforts to align all its processes and controls with best practices.

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Board's Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. Changes in Directors and Key Managerial Personnel

There were following changes in the composition of Board and Key Managerial Personnel during the year under review:

1. Mr. Siddharth Bhupendrabhai Vyas (DIN- 01833867) has been appointed as Non-Executive Non-Independent Director of the Company w.e.f. 04-09-2025.
2. Jatin Thakkar (DIN-09312406) ceased to be a Director of the Company w.e.f. 30-09-2025.
3. Mr. Jatin Thakkar (DIN-09312406) has resigned as CFO of the Company w.e.f. 12-11-2025
4. Mr. Kedar Pandya has been appointed as a Company Secretary and compliance officer w.e.f. 12-11-2025.
5. Mr. Kaivan Vora has been appointed as a Chief Financial Officer (CFO) of the company w.e.f. 27-05-2026

ii. Declaration by an Independent Director(s)

Independent Directors, hold office for a term of five years. They are not liable to retire by rotation in terms of Section 149(13) of the Act.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold highest standards of integrity. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

iii. Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, and financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing and vetting the CVs of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

iv. **Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:**

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

Independence: In accordance with the above criteria, Director will be considered as an 'Independent Director' if he/she meets with the criteria for 'Independent Director' as laid down in the Act and Regulation 16 (1) (b) of the Listing Regulations.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

v. **Annual Evaluation of Board Performance and Performance of its Committees and of Directors:**

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committees:

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia structure of the Board, including qualifications, experience and competency of Directors, diversity in Board and process of appointment; Meetings of the Board, including regularity and frequency, agenda, discussion and dissent, recording of minutes and dissemination of information; functions of the Board, including strategy and performance evaluation, corporate culture and values, governance and compliance, evaluation of risks, grievance redressal for investors, stakeholder value and responsibility, conflict of interest, review of Board evaluation and facilitating Independent Directors to perform their role effectively; evaluation of management's performance and feedback, independence of management from the Board, access of Board and management to each other, succession plan and professional development; degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and management.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Executive Chairman.

Directors were evaluated on aspects such as professional qualifications, prior experience, especially experience relevant to the Company, knowledge and competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence and guidance/ support to management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairman.

Areas on which the Committees of the Board were assessed included mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and management.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole. The NRC also reviewed the performance of the Board, its Committees and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

NUMBER OF MEETINGS OF THE BOARD

During the year, four (4) Board meetings were convened and held on 27th May 2025, 12th August 2025, 12th November 2025 and 12th February, 2026. Details of board meetings and committee meeting are given in the integrated governance report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

COMMITTEES OF BOARD

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board had constituted various Board Committees to assist it in discharging its responsibilities. The Board has adopted charters setting forth the roles and responsibilities of each of the Committees. The Board has constituted following Committees to deal with matters and monitor activities falling within the respective terms of reference:

a. Mandatory Committees

- Audit Committee
- Nomination and Remuneration Committee

- Stakeholder's Relationship Committee
- Corporate Social Responsibility Committee

b. Non-Mandatory Committees

- Risk Management Committee
- Finance and Investment Committee

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Regulations.

NOMINATION AND REMUNERATION POLICY

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and the Listing Regulations. The philosophy for remuneration of Directors, Key Managerial Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

The Nomination and Remuneration Committee has considered following factors while formulating Policy:

i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

iii. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company.

Details of the Remuneration Policy are given in the Corporate Governance Report.

Details of Subsidiary/Joint Ventures/Associate Companies

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

The annual financial statements of the subsidiaries and related detailed information will be kept at the Registered Office of the Company, as also at the registered offices of the respective subsidiary companies and will be available to investors seeking information at any time.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16 (1) (c) of Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company's website and the weblink of the same is https://www.sadbhavinfra.co.in/en/investors.html

The consolidated financial results reflect the operations of the following subsidiaries.

Sr. No.	Name of Company	CIN/GLN	Address of The Company	Holding/ Subsidiary / Associate
1.	Ahmedabad Ring Road Infrastructure Limited	U45203GJ2006PLC048981	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned Subsidiary Company
2.	Rohtak Hissar Tollway Private Limited	U45203GJ2013PTC074446	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
3.	Rohtak Panipat Tollway Private Limited	U45202GJ2010PTC059322	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
4.	Sadbhav Nainital Highway Limited (Formerly known as Sadbhav Nainital Highway Private Limited)	U45309GJ2016PLC091777	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
5.	Sadbhav Rudrapur Highway Limited (Formerly known as Sadbhav Rudrapur Highway Private Limited)	U45203GJ2016PLC091774	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
6.	Sadbhav Bangalore Highway Private Limited	U45202GJ2016PTC094257	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
7.	Sadbhav Vidarbha Highway Limited (Formerly known as Sadbhav Vidarbha Highway Private Limited)	U45500GJ2017PLC097040	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company

Sr. No.	Name of Company	CIN/GLN	Address of The Company	Holding/ Subsidiary / Associate
8.	Sadbhav Udaipur Highway Limited (Formerly known as Sadbhav Udaipur Highway Private Limited)	U45309GJ2017PLC097508	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
9.	Sadbhav Jodhpur Ring Road Private Limited	U45309GJ2018PTC100367	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
10.	Sadbhav Kim Expressway Private Limited	U42101GJ2018PTC101800	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
11.	Sadbhav Infra Solutions Private Limited (Formerly known as Sadbhav Bhimasar Bhuj Highway Private Limited)	U45309GJ2018PTC101821	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
12.	Sadbhav Maintenance Infrastructure Private Limited (Formerly known as Sadbhav Vizag Port Road Private Limited)	U45309GJ2018PTC101832	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Wholly owned subsidiary Company
13.	Sadbhav Hybrid Annuity Projects Limited	U45500DL2018PLC335787	Block No. J-59, Ground Floor SAKET, New Delhi: 110017	Wholly owned subsidiary Company
14.	Maharashtra Border Check Post Network Limited	U45201GJ2009PLC056327	"Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006.	Subsidiary*

** Sadbhav Infrastructure Project Limited (SIPL) and Adani Road Transport Limited (ARTL) executed Share Purchase Agreement (SPA) on August 16, 2021 (Amended and restated on January 27, 2022), for sale of equity shares of Maharashtra Border Check Post Network Limited (MBCPNL) the subsidiary of SIPL, out of which 49% shares have been transferred to ARTL for the year ended March 31, 2023.*

Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement

Pursuant to the provisions of Section 129, 134 and 136 of the Companies Act, 2013 read with rules made thereunder and pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had prepared consolidated financial statements of the Company and its subsidiaries and a separate statement containing the salient features of financial statement of subsidiaries, joint ventures and associates in Form AOC-1 attached as Annexure-1 which forms part of this Report.

Particulars of loans, guarantees or investments under section 186

The provisions of Section 186 (except sub-section [1] of Section 186) of the Companies Act, 2013, with respect to a loan, guarantee or security is not applicable to the Company as the Company is engaged in providing infrastructural facilities. The details of investment made during the year under review are disclosed in the financial statements.

FIXED DEPOSITS

During the year under review, your Company has not accepted any fixed deposits from the public falling under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014. Thus, as on 31st March 2026, there were no deposits which were unpaid or unclaimed and due for repayment.

INSURANCE

All properties and insurable interests of the company to the extent required have been adequately insured.

Particulars of contracts or arrangements with related parties:

All the related party transactions entered into during the financial year were on arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with related parties, which could be considered material in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Act in Form AOC 2 is attached as Annexure-2, which forms part of this Report.

There are no materially significant related party transactions made by the company with promoters, key managerial personnel or other designated persons, which may have potential conflict with interest of the company at large. The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: https://www.sadbhavinfra.co.in/en/pdf/policy-on-related-party-transaction.pdf

DIRECTORS RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors, including audit of the internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-26.

Accordingly, pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

i. in the preparation of the annual accounts, the applicable accounting standards had been followed and that there are no material departures;

ii. they 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 and of the profit of the Company for that period;

iii. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. they had prepared the annual accounts on a going concern basis;

v. they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;

vi. they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF).

The Company have transferred unclaimed/unpaid IPO Application money lying in IPO account held with Axis Bank Limited to Investor Education and Protection Fund as per the provisions of Companies Act, 2013 during the year under review. Unclaimed and unpaid dividend of Rs. 16,326 was transferred to Investor Education and Protection Fund (IEPF) in the financial year 2025-26.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (CSR) is a company's commitment to operating responsibly within its community and environment. It involves ethical behavior and contributing to economic development, fostering sustainable livelihoods. The company prioritizes fairness, transparency, and positively impacting society and the environment. In line with Section 135 of the Act and its associated rules, the company has formally adopted a CSR policy.

The Board has established a Corporate Social Responsibility Committee, the members of the Committee are as follows:

1. Mr. Tarang Desai – Chairman (w.e.f.12-11-2025)
2. Mrs. Shefali Patel - Chairman
3. Mr. Shashin Patel - Member
4. Mr. Jatin Thakkar (upto 30-09-2025)

The Corporate Social Responsibility meeting was held on 12-02-2026.

The CSR Committee's responsibilities include:

i. Formulating and recommending the CSR Policy to the Board of Directors and outlining activities to be undertaken.

ii. Recommending the expenditure for CSR activities.

iii. Monitoring CSR activities periodically.

In accordance with section 135 of the Companies Act 2013, the CSR provisions apply to the company. However, due to losses incurred during the year under review, no CSR expenditure was made as per the company's CSR Policy. The Annual Report on CSR activities is provided in the prescribed Form as "Annexure-3" to this report.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

Pursuant to provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Complaint Redressal Committee has been Comprises of Mrs. Radhika Tanna as Chairperson, Mrs. Riddhi Trivedi as Presiding Officer and Mrs. Dhrupa Thakkar (upto 01-08-2026) as Member.

The Company has not received any complaint of sexual harassment during the financial year 2025-26 and No meeting of Complaint Redressal Committee was held during the year.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have made compliant under Vigil Mechanism/ Whistle Blower Mechanism.

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization programme are explained in the Corporate Governance Report. The same is also uploaded on the Company's website i.e. https://www.sadbhavinfra.co.in/.

Auditors

i. Statutory Auditors

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. S G D G & Associates LLP, Chartered Accountants, Ahmedabad (S G D G) (Firm Registration No. W100188) were re-appointed as Statutory Auditor of the Company from conclusion of the 17th AGM to be held in the year 2023 for further period of 5 consecutive years. M/s. S G D G & Associates LLP, Chartered Accountants have resigned as statutory auditor of the compmany w.e.f. 12-08-2026.

The Auditors' Report has following qualification, reservation or adverse remark on the financial statements for the financial year ended on 31st March, 2026.

For Standalone:

a. Audit Qualification (each audit qualification separately):

The Statutory Auditors have provided following qualification in their audit report –

1. We draw attention to Note 4 and Note 5 to the accompanying Standalone Audited Financial Results with respect to investments in (including subordinate debt), loan & advances to and trade and other receivables aggregating to INR 8,043.91 million with respect to Rohtak Panipat Tollway Private Limited and Rohtak Hissar Tollway Private Limited, subsidiaries of the Company. Both the subsidiaries have issued notice of termination of concession agreement to National Highway Authority of India (NHAI) on account of Force Majeure Event as per concession agreement. As explained in the said note, the Company has carried out impairment assessment of investment in these subsidiaries considering the expected payment arising out of aforesaid termination and other claims filed with NHAI and based on the above assessment, management has concluded that no impairment / adjustment to the carrying value of the investments (including subordinate debt) and loan & advances, trade and other receivables is necessary as at March 31, 2026.

We have not been able to corroborate the management's contention of realising the carrying value of investments (including subordinate debt), loans and advances, trade and other receivables related to both subsidiaries aggregating to INR 8,043.91 million as at March 31, 2026.

Accordingly, we are unable to comment on the appropriateness of the carrying value of such investments (including subordinate debt), loans and advances, trade and other receivables and their consequential impact on the financial results and financial position of the Company as at and for the quarter and year ended on March 31, 2026.

Our Audit Opinion on the financial statements for the year ended on March 31, 2025 and review conclusion on the financial results for the quarter ended June 30, 2025, September 30, 2025 and December 31, 2025 were also qualified in respect of this matter.

Management's Reply:

1. The Company has investments of INR 217.74 million and subordinate debts of INR 4,688.73 million and trade & other Receivables of INR 86.22 millions as at March 31, 2026 in one of the subsidiary namley Rohtak Panipat Tollway Private Limited (RPTPL) which is engaged in construction, operation and maintenance of infrastructure projects under concession agreement with National Highways Authorities of India (NHAI). The net worth of this subsidiary Company has fully eroded

From December 25, 2020, the toll collection was forcefully suspended due to agitation and protest held by farmers and other unions against agri-marketing laws. Accordingly, the Company was not able to collect toll user fees from December 25, 2020. The Company had sent various communications to authorities for such forceful suspension of toll including revenue loss claim. Accordingly, the Company had issued notice of termination of Concession Agreement to NHAI on July 27, 2021 under Force Majeure Event of Concession Agreement. The Termination Payment and other payments due from NHAI were pending for the long time. The Company had attempted conciliation of the issues of the Project for amicable settlement. Due to non-progress of the same, the Company vide letter dated 27.03.2023 had notified the Conciliation Committee and NHAI regarding the failure of the Conciliation Proceedings. The said matters were referred to Arbitration by the Company. The Company has lodged a total claim amounting to INR 19,379.20 Million relating to termination payment, Force Majeure Costs due to Force Majeure event of Farmer's Agitation, COVID-19, & Demonetization, and NPV of extension entitled due to Force Majeure event of Farmers agitation and Covid19 .The Arbitral proceedings for the same are completed and the Arbitral Award is declared on 23.01.2025 unanimously, except for Counter Claim of NHAI regarding Premium that one Ld. Arbitrator has rejected it completely. As on the date of the said Majority award, the net awarded amount after deducting all dues of NHAI including Premium works out to INR 10,805.45 millions (principal of INR 7,796.31 millions and interest of INR 3,009.14 millions). The NHAI and Company has challenged the Arbitration Award for respective limited portions against it before Hon'ble Delhi High Court. The matter is sub-judice before the Hon'ble Delhi High Court.

The Arbitration matter of Competing Road was referred to Arbitration. In the said matter, the majority award was passed on May 30, 2023 in favour of NHAI setting aside claims of Company and Minority Award dated 05.06.2023 in favour of Company amounting to INR 8,509.80 Million. The Company has challenged the Majority Award dated 30.05.2023 and filed a petition under Section 34 of Arbitration & Conciliation Act 1996 before the Hon'ble Delhi High Court to set aside the Majority Award dated 30.05.2023. The same is sub-judice before the Hon'ble High Court.

The dispute of Claim for Additional Cost on account of ban of quarrying of stone and loss of Toll collection due to delayed issuance of Provisional Certificate was referred to Arbitration. A unanimous Award dated 06.10.2017 by Arbitral Tribunal was awarded in favour of Company amounting to INR 890.20 Million (amount inclusive of costs & interest pendente lite). This Award was challenged by NHAI under Section 34 before the Delhi High Court. The Delhi High Court in its Judgment dated 16.02.2023, wherein one claim is set aside (loss of Toll collection) and one claim was upheld (Additional cost on account of ban of quarry of stone) along with pendente life interest and delayed interests, etc. As per Delhi High court in the judgement dated 16.02.2023, the value of award payable by NHAI to RPTPL as on 15.10.2023 works out to INR 1,211.90 millions. NHAI had challenged the said award under Section 37 before Division Bench of Delhi High Court. The said matter is now withdrawn by NHAI.

NHAI had lodged claim on RPTPL on account of negative Finished Road Level (FRL) which was referred to Arbitration. The Majority Award on 31.10.2020 by Tribunal for amount of INR 203.40 Million was in favour of NHAI. The interest on delayed payment is awarded at 7.4% simple interest, as on 15.10.2023 works out to INR 247.90 Million and further interest thereon. The dissenting note by the Minority of the Tribunal had stated to reject the claim of NHAI. The Company had challenged the said Majority Award under Section 34 before the Delhi High Court. The said matter is now withdrawn by RPTPL on account of ongoing Vivad se Vishwas II scheme.

The Arbitration Award dated 06.10.2017 and Arbitration Award dated 31.10.2020 has been settled through Settlement Agreement dated 20.03.2025 under Vivad se Vishwas II Scheme of Govt. of India for the net settlement amount of about INR. 650 millions which is received by the company during the year.

RPTPL has received intimation letter dated April 08, 2024 from National Asset Reconstruction Company Limited (NARCL) intimating that the deed of assignment dated March 22, 2024 under the provisions of Section 5 of the SARFASI Act, the consortium of lenders except one Lender have assigned/ transferred the outstanding debt /financial assets alongwith underline securities interest, pledged of shares, guarantees, receivables etc charge for such financial assistance granted to RPTPL in favour of NARCL and NARCL acting in its capacity as trustee of NARCL Trust.

Considering the management assessment of probability and tenability of receiving above claims from NHAI as per the terms of concession agreement, the management has assessed that there is no impairment in the carrying value of investments made by the Company in the RPTPL and consequently no provision/adjustment to the carrying value of Investments and subordinate debts, loans and advances and trade and other receivables as at March 31, 2026 is considered necessary.

The statutory auditors of the Company have expressed qualified opinion on the Standalone Audited Financial Results in respect of above as regards recoverable value of Company's investment (including subordinate debt) and loans, trade & other receivable given to RPTPL for the quarter and year ended March 31, 2026.

The Company has investments of INR 107.68 million and subordinate debts of INR 2,893.42 million and other receivable of INR 50.12 million as at March 31 2026 in one of its subsidiary namely Rohtak Hissar Tollway Private Limited (RHTPL) which is engaged in construction, operation and maintenance of infrastructure projects under concession agreement with National Highways Authorities of India. The net worth of this subsidiary Company has fully eroded.

From December 25, 2020 , the toll collection was forcefully suspended due to agitation and protest held by farmers and other unions against agri-marketing laws. Accordingly, the Company was not able to collect toll user fees from December 25, 2020. The Company had sent various communications to authorities for such forceful suspension of toll including revenue loss claim. Accordingly, the Company had issued notice of termination of Concession Agreement to NHAI on July 27, 2021 under Force Majeure Event of Concession Agreement. The Termination Payment and other payments due from NHAI were pending for the long time. The Company had attempted conciliation of the issues of the Project for amicable settlement. Due to non-progress of the same, the Company vide letter dated 27.03.2023 had notified the Conciliation Committee and NHAI regarding the failure of the Conciliation Proceedings. The said matters were referred to Arbitration by the Company. The Company has lodged a total claim amounting to INR 19,287.10 Million relating to termination payment, Force Majeure Costs due to Force Majeure event of farmer's Agitation, COVID-19, & Demonetization, and NPV of extension entitled due to Force Majeure event of Farmers agitation and Covid19. The NHAI had lodged its Counter Claims amounting to INR 3,665.80 Million. The Company had submitted its reply on such counter claims. The Arbitral proceedings for the same are currently going on. The Arbitral proceedings for the same are currently ongoing and the current stage of arbitral proceeding is of Arguments / Rejoinder, which are ongoing.

Considering the management assessment of probability and tenability of receiving above claims from NHAI as per the terms of concession agreement and communications from NHAI for conciliation, the management has assessed that there is no impairment in the carrying value of investments made by the Company in the RHTPL and consequently no provision/adjustment to the carrying value of Investments and subordinate debts and loans and advances as at March 31, 2026 is considered necessary.

RHTPL has received intimation letter dated April 08, 2024 from National Asset Reconstruction Company Limited (NARCL) intimating that the deed of assignment dated March 22, 2024 under the provisions of Section 5 of the SARFASI Act, the consortium of lenders have assigned/ transferred the outstanding debt /financial assets alongwith underline securities interest, pledged of shares, guarantees, receivables etc charge for such financial assistance granted to RHTPL in favour of NARCL and NARCL acting in its capacity as trustee of NARCL Trust.

The statutory auditors of the Company have expressed qualified opinion on the Standalone Audited Financial Results in respect of above as regards recoverable value of Company's investment (including subordinate debt) given to and loans & other receivables from RHTPL for the quarter and year ended March 31, 2026.

For Consolidated:

a. Audit Qualification (each audit qualification separately):

The Statutory Auditors have provided following qualification in their audit report –

1. As detailed in Note No. 6 & Note 7 to the accompanying Consolidated Financial Results, with respect to Rohtak Panipat Tollway Private Limited (RPTPL) and Rohtak Hissar Tollway Private Limited (RHTPL), subsidiaries of the Group in which interest on deferred premium obligation and interest on rupee term loan from banks and financial institutions as well as unsecured loans from Group companies have not been accounted considering the fact that both subsidiaries have issued termination notices and lenders of both subsidiaries have classified all the secured borrowings as non-performing assets. This has resulted in the understatement of finance cost and the related interest liability and corresponding understatement of losses, amount of which

is unascertained. Further financial statement of RPTPL and RHTPL are prepared on non-going concern basis.

The auditors of RPTPL and RHTPL have expressed qualified opinion on the financial statements for the year ended March 31, 2026 and March 31, 2025, as well as qualified review conclusion on financial results for the quarter ended June 30, 2025, September 30, 2025 and December 31, 2025 in respect of this matter.

2. As detailed in Note No. 12 to the accompanying Consolidated Financial Results, with respect to Sadbhav Jodhpur Ring Road Private Limited (SJRRPL), subsidiary of the Group in which Tax credit receivables are carried in the Balance sheet at INR 152.15 million under Other Current assets. However, during financial year 2025-2026, the SJRRPL does not have any business activity nor are we informed about the management plan for taking up other business activities. These circumstances indicate a material uncertainty that may cast significant doubt on the SJRRPL's ability to continue as a going concern, and therefore it may be unable to realize its assets and discharge its liabilities in the normal course of business.

   Our audit opinion on financial statements of SJRRPL for the year ended on March 31, 2026 and March 31, 2025 as well as our review conclusion on the financial results for the quarter ended June 30, 2025, September 30, 2025 and December 31, 2025 were also qualified in respect of this matter.

3. As detailed in Note No. 12 to the accompanying Consolidated Financial Results, with respect to Sadbhav Bangalore Highway Private Limited (SBGHPL), subsidiary of the Group in which Tax credit receivables are carried in the Balance sheet at INR 420.68 Million under the Other Current assets. However, during financial year 2025-2026, SBGHPL does not have any business activity nor are we informed about the management plan for taking up other business activity. These circumstances indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern, and therefore it may be unable to realize its assets and discharge its liabilities in the normal course of business.

   The auditors of SBGHPL have expressed qualified opinion on the financial statements of SBGHPL for the year ended March 31, 2026 and March 31, 2025, as well as qualified review conclusion on financial results for the quarter ended June 30, 2025, September 30, 2025 and December 31, 2025 mentioning that they are unable to comment about the utilization of tax credits in foreseeable future.

4. As detailed in Note No. 12 to the accompanying Consolidated Financial Results, with respect to Sadbhav Vidarbha Highway Limited (SVHL), subsidiary of the Group in which Tax credit receivables are carried in the Balance sheet at INR 503.45 million under the Other Current assets. However, during financial year 2025-2026, the SVHPL does not have any business activity nor are we informed about the management plan for taking up other business activity.

   The auditors of SVHL have expressed qualified opinion on the financial statements for the year ended March 31, 2026 and March 31, 2025, as well as qualified review conclusion on financial results for the quarter ended June 30, 2025, September 30, 2025 and December 31, 2025 mentioning that they are unable to comment about the utilization of tax credits in foreseeable future.

5. As detailed in Note No.12 to the accompanying Consolidated Financial Results, with respect to Sadbhav Nainital Highway Limited (SNHL), subsidiary of the Group in which realisability of GST Input tax credit receivables of INR 118.64 million in other current assets. The management has contention that no adjustment required to be made in the carrying value of GST Input tax receivable as at March 31, 2026.

   The auditors of SNHL have expressed qualified opinion on the financial statements of SNHL for the year ended March 31, 2026 and March 31, 2025, as well as qualified review conclusion on financial results for the quarter ended June 30, 2025 and December 31, 2025 mentioning that they are unable to comment about the utilization of tax credits in foreseeable future.

6. As detailed in Note No. 3.3 to the Consolidated Financial Results in respect of Sadbhav Udaipur Highway Limited (Concessionaire or SUDHL), subsidiary of the Group in which SUDHL has entered into endorsement agreement for harmonious substitution of the Concessionaire in favour of new concessionaire. Further, information regarding management's plans for undertaking alternative business activities is not available. There exists a material uncertainty that may cast significant doubt on the SUDHL's ability to continue as a going concern therefore it may be unable to realize its assets and discharge its liabilities in the normal course of business.

   The auditors of SUDHL have expressed qualified opinion on the financial statement of SUDHL for the year ended March 31, 2026 regarding material uncertainty relating to going concern. Further, the auditors have also expressed qualified opinion on the financial statement of SUDHL for the year ended March 31, 2025, as well as qualified review conclusion on financial results for the quarter ended June 30, 2025, September 30, 2025

   Management Reply:

   1. One of the subsidiary of the Group namely Rohtak Panipat Tollways Private Limited (RPTPL) has issued the termination notice on July 27, 2021, to National Highway Authority of India (NHAI) by exercising the criteria of "Event of Defaults" under the concession agreement. Since the project of the Company has been terminated, the management of RPTPL is of the view that going concern assumption for preparation of accounts is not appropriate and accounts have been drawn accordingly on non-going concern basis.

      The management of RPTPL has lodged a total claim amounting to INR 19,379.20 Million relating to termination payment, Force Majeure Costs due to Force Majeure event of Farmer's Agitation, COVID-19, & Demonetization, and NPV of extension entitled due to Force Majeure event of Farmers agitation and Covid 19.The NHAI had lodged its counter Claims amounting to INR 6,227.00 Million. The Company had submitted its reply on such counter claims The Arbitral proceedings for the same are completed and the Arbitral Award is declared on 23.01.2025 unanimously, except for Counter Claim of NHAI regarding Premium that one Ld. Arbitrator has rejected it completely. As on the date of the said Majority award, the net awarded amount after deducting all dues of NHAI including Premium works out to INR 10,805.45 Million (principal ofINR 7,796.31 Million and interest of INR 3,009.14 Million).

      The Arbitration matter of Competing Road was referred to Arbitration. In the said matter, the majority award was passed on May 30, 2023 in favour of NHAI setting aside claims of Company and Minority Award dated 05.06.2023 in favour of Company amounting to INR 8,509.80 Million. The Company has challenged the Majority Award dated · 30.05.2023 and filed a petition under Section 34 of Arbitration & Conciliation Act 1996 before the Hon'ble Delhi Hi h Court to set aside the Majority Award dated 30.05.2023. The same is sub-judice before Hon'ble Delhi High Court.

The dispute of Claim for Additional Cost on account of ban of quarrying of stone and loss of Toll collection due to delayed issuance of Provisional Certificate was referred to Arbitration. A unanimous Award dated 06.10.2017 by Arbitral Tribunal was awarded in favour of Company amounting to INR 890.20 million (amount inclusive of costs & interest pendente lite). This Award was challenged by NHAI under Section 34 before the Delhi High Court. The Delhi High Court in its Judgment dated 16.02.2023, the value of award payable by NHAI to RPTPL as on 15.10.2023 works out to INR 1,211.9 millions. NHAI had challenged the said award under Section 37 before Division Bench of Delhi High Court. The said matter is now withdrawn by NHAI on account of ongoing Vivad se Vishwas II settlement proposal.

NHAI had claimed on RPTPL a claim on account of negative FRL which was referred to Arbitration. The Majority Award on 31.10.2020 by Tribunal was in favour of NHAI amounting to INR 203.40 million. The interest on delayed payment is awarded at 7.4% simple interest, as on 15.10.2023 works out to INR 247.90 million. The dissenting note by the Minority of the Tribunal had stated to reject the claim of NHAI. The Company has challenged the said Majority Award under Section 34 before the Delhi High Court, which is sub-judice. The Company had challenged the said Majority Award under Section 34 before the Delhi High Court.

The Arbitration Award dated 06.10.2017 and Arbitration Award dated 31.10.2020 has been settled through Settlement Agreement dated 20.03.2025 under Vivad se Vishwas II Scheme of Govt. of India for the net settlement amount of about JNR. 650 million.

2. One of the subsidiary of the group namely Rohtak Hissar Tollways Private Limited (RHTPL) has issued the termination notice on August 27, 2021, to NHAI by exercising the criteria of "Event of Defaults" under the concession agreement. Since the project of the Company has been terminated, the management of RHTPL is of the view that going concern assumption for preparation of accounts is not appropriate and accounts have been drawn accordingly on non-going concern basis.

   In this regard the management of RHTPL has lodged total claim amounting to INR 19,287.10 Million relating to termination payment, Force Majeure Costs due to Force Majeure event of Farmer's Agitation, COVID-19, & Demonetization, and NPV of extension entitled due to Force Majeure event of Farmers agitation and Covid-19. The NHAI had lodged its Counter Claims amounting to INR 3,665.80 million. The Company had submitted its reply on such counter claims. The Arbitral proceedings for the same are currently ongoing. The current stage of arbitral proceeding is of Arguments which are ongoing.

   Also, RHTPL has received intimation letter dated April 08, 2024 from National Asset Reconstruction Company Limited (NARCL) intimating that the deed of assignment dated March 22, 2024 under the provisions of Section 5 of the SARFASI Act, the consortium of lenders have assigned/ transferred the outstanding debt /financial assets alongwith underline securities interest, pledged of shares, guarantees, receivables etc. charge for such financial assistance granted to RHTPL in favour of NARCL and NARCL acting in its capacity as trustee of NARCL Trust.

3. GST tax credit receivables amounting to INR 152.12 million are included in the consolidated books of accounts as at March 31, 2026 in respect of following subsidiaries. The management of the Group is evaluating various option for utilising above mention tax credits and is confident about the utilization of the credit.

4. GST tax credit receivables amounting to INR 420.65 million are included in the consolidated books of accounts as at March 31, 2026 in respect of following subsidiaries. The management of the Group is evaluating various option for utilising above mention tax credits and is confident about the utilization of the credit.

5. GST tax credit receivables amounting to INR 504.71 million are included in the consolidated books of accounts as at March 31, 2026 in respect of following subsidiaries. The management of the Group is evaluating various option for utilising above mention tax credits and is confident about the utilization of the credit.

6. GST tax credit receivables amounting to INR 408.96 million are included in the consolidated books of accounts as at March 31, 2026 in respect of following subsidiaries. The management of the Group is evaluating various option for utilising above mention tax credits and is confident about the utilization of the credit

i. Cost Auditors

The company has received a letter from the cost auditor M/s. J B Mistri & Co., Cost Accountants in Practice having Firm Reg. No. 101067 to the effect that their appointment, if made, would be within the prescribed limits under section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for appointment.

The board of directors of the company has appointed M/s. J B Mistri & Co. & Associates, Cost Accountants as the cost auditors of the Company to conduct the audit of cost records maintained by the Company as required by the Companies (Cost Records and Audit) Rules 2014 as amended from time to time. The Cost Audit Report for the year 2024-25 was filed with the Ministry of Corporate Affairs within stipulated time period. The members are requested to ratify the remuneration to be paid to the cost auditors of the company.

ii. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Ashish Shah & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2026. The Secretarial Audit Report is annexed as Annexure-4.

Qualifications to the secretarial audit report:

1. Pursuant to Regulation 17(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company shall have at least six Directors in the Board. After cessation of Mr. Jatin Thakkar on 30-09-2025, total number of Directors of the Company were five whereas the requirement was of minimum six directors. Thus the Company has not complied with the provisions of Regulation 17(1)(c) of SEBI LODR Regulations.

2. Pursuant to regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company has made delay of 4 days in filing the shareholding pattern with the stock exchange(s) within the prescribe timeline for the quarter ended on 30th June 2025. Thus the Company has not complied with the provisions of Regulation 31 of SEBI LODR Regulations.

3. Pursuant to regulation 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company has appointed Company Secretary and Compliance Officer with a delay of 184 days and to that extent Company has not complied with the said Regulation of SEBI LODR.

Management Reply:

1. Company was in search of suitable candidate for the post of director of the company. The company has appointed Mr. Ankit Shah and Mr. Jaldeep Patel on the board of the company to enusre complience with the relvent regulation.

2. The company shall ensure the said complience in due coures in future.

3. Company was in search of suitable candidate for the post of company secretary of the company. The company has appointed Mr. Kedar Pandya as a compnay secretary of the company to enusre complience with the relvent regulation.

SECRETARIAL STANDARDS OF ICSI

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

ANNUAL RETURN

As per the provisions of section 92(3) of the Companies Act, 2013, the Annual Return of the Company for the FY 2025-26 is placed on the website of the Company and weblink for the same is https://www.sadbhavinfra.co.in/en/investors.html

Conservation of energy, technology absorption and foreign exchange earnings and outgo

There were no earning and expenditure in the foreign currency.

Since the Company does not have any manufacturing activities, the other particulars required to be provided in terms of Section 134(3) (m) of the Companies Act, 2013 are not applicable.

PARTICULARS OF MANAGERIAL REMUNERATION AND EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 (12) of the Act and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided separately as Annexure-5 to this Report.

Your directors state that none of the Executive Directors of the Company receives any remuneration or commission from any of its Subsidiaries. There was no employee holding by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

No IBC matters are pending as on date of this Report.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

Not Applicable for the year under review.

MATERNITY BENEFIT COMPLIANCE:

The Company is fully compliant with the Maternity Benefit Act, 1961, ensuring all eligible employees receive maternity benefits as prescribed. No violations were reported during the year.

GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
2. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
3. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings.
4. The Managing Director of the Company has not received any commission from the Company and not disqualified from receiving any remuneration or commission from any of subsidiaries of the Company.
5. No fraud has been reported by the Auditors to the Audit Committee or the Board.

Acknowledgements

Your directors thank the Central and various State Governments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year and look forward to their continued support in future.

Your directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

For and on behalf of the Board of Directors
Sadbhav Infrastructure Project Limited

Shashin V. Patel
Executive Chairman
DIN: 00048328

Date: 11th August, 2026
Place: Ahmedabad

Annexure - 1

FORM AOC-1

(Purusuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing sailent features of the financial statements of subsidiaries/associates companies/joint ventures

Part "A": Subsidiaries

Part "A": Subsidiaries (Rs. In Millions)

Sr. No.	1	2	3	4	5	6	7	8	9	10	11	12	13	14
Name of the Subsidiary Company	Ahmedabad Ring Road Infrastructure Limited	Maharastra Border Check Post Network Limited	Rohtak-Hissar Tollway Private Limited	Rohtak-Panipat Tollway Private Limited	Sadbhav Rudrapur Highway Limited	Sadbhav Nainital Highway Limited	Sadbhav Bangalore Highway Private Limited	Sadbhav Vidarbha Highway Limited	Sadbhav Udaipur Highway Limited	Sadbhav Jodhpur Ringroad Private Limited	Sadbhav Kim Expressway Private Limited	Sadbhav Infra Solutions Private Limited	Sadbhav Maintenance Infrastructure Private Limited	Sadbhav Hybrid Annuity Projects Limited
Reporting period	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26
Reporting currency	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR
Share Capital	104.60	0.50	107.68	21.86	10.00	10.00	309.03	257.99	269.66	116.50	1,011.57	0.50	0.50	0.50
Reserves & Surplus	2105.69	803.34	(2947.27)	(4375.99)	85.79	103.06	106.05	264.07	(309.71)	33.81	(831.05)	(0.23)	(1.90)	(2.68)
Total Assets	3,930.97	13,239.51	9,422.52	12,795.60	2,141.16	118.64	424.03	535.65	403.94	152.98	180.63	0.50	0.01	0.01
Total Liabilities (excluding Share Capital and Reserves & Surplus	1,720.68	12,435.67	12,262.10	17,149.73	2,045.37	5.58	8.95	13.59	443.99	2.67	0.11	0.23	1.40	2.19
Investments	2.15	0.00	1.24	1.03	0.00	0.00	1.08	0.00	0.00	0.00	-	0.00	0.00	-
Turnover	2910.23	4,600.37	0.00	0.00	80.00	0.00	0.00	0.00	142.14	0.00	28.42	0.00	0.00	0.00
Profit/(Loss) Before Taxation	1478.80	1,603.62	19.23	38.33	(151.42)	(3.22)	0.81	3.24	(542.40)	5.50	(13.83)	(0.12)	(0.03)	(0.05)
Exceptional Items	2416.52	0.00	0.00	0.00	-47.30	0.00	0.00	0.00	-767.14	0.00	398.27	0.00	0.00	0.00
Provision for Taxation	(25.51)	277.70	0.00	38.33	(82.26)	0.00	0.00	0.00	3.15	0.00	-	0.00	0.00	0.00
Profit/(Loss) After Taxation	(912.19)	1325.92	19.23	0.00	(21.86)	(3.22)	0.81	3.24	221.59	5.50	(412.10)	(0.12)	(0.03)	(0.05)
Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of Shareholding	100.00%	51.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

Figures in bracket show negative figures.

Notes:

1. Name of Subsidiaries which are yet to commence operations: Not Applicable
2. Part B is not applicable as there are no associate Companies/ Joint Ventures of the Company as on 31st March, 2026.

For and on behalf of Board of Directors

Mr. Shashin Patel
Executive Chairman
DIN: 00048328

Kaivan Vora
CFO (DIN: 11158929)

Kedar Pandya
Company Secretary

Date: August 11, 2026
Place: Ahmedabad

Annexure - 2

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act 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 or arrangements or transactions not at arm's length basis:

Not Applicable, as there are no contracts or arrangements or transactions entered into with related party which are not at arm's length basis.

a) Name(s) of the related party and nature of relationship:
b) Nature of contracts/arrangements/transactions:
c) Duration of the contracts / arrangements/transactions:
d) Salient terms of the contracts or arrangements or transactions including the value, if any:.
e) Justification for entering into such contracts or arrangements or transactions:
f) Date(s) of approval by the Board:
g) Amount paid as advances, if any:
h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

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

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any: (Rs. In Million)	Date(s) of approval by the Board/ Committee	Amount Paid / Received in advance
1	Sadbhav Engineering Limited	Holding Company	Payment of Rent	2025-26	0.00	NA	Nil
2	Sadbhav Engineering Limited	Holding Company	Current borrowing taken	2025-26	665.28	NA	Nil
3	Sadbhav Engineering Limited	Holding Company	Interest Expenses	2025-26	285.40	NA	Nil
4	Sadbhav Udaipur Highway Limited	Subsidiary	Loan Given / (Repayment)	2025-26	(124.48)	NA	Nil
5	Rohtak-Panipat Tollway Private Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses (net)	2025-26	(1.69)	NA	Nil
6	Rohtak-Hissar Tollway Private Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses (net)	2025-26	2.33	NA	Nil
7	Sadbhav Bangalore Highway Private Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	1.29	NA	Nil
8	Sadbhav Kim Expressway Private Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	(4.02)	NA	Nil
9	Sadbhav Nainital Highway Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	3.95	NA	Nil
10	Sadbhav Rudrapur Highway Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	12.50	NA	Nil
11	Sadbhav Vidarbha Highway Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	0.15	NA	Nil

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any: (Rs. In Million)	Date(s) of approval by the Board/ Committee	Amount Paid / Received in advance
12	Sadbhav Udaipur Highway Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	0.00	NA	Nil
13	Sadbhav Hybrid Annuity Projects Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	0.17	NA	Nil
14	Sadbhav Infra Solutions Private Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	0.19	NA	Nil
15	Sadbhav Maintenance Infrastructure Private Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	0.33	NA	Nil
16	Sadbhav Jodhpur Ring Road Private Limited	Subsidiary	Receivable/ (Payable) towards Reimbusement of expenses	2025-26	5.32	NA	Nil
17	Maharashtra Border Check Post Network Limited	Subsidiary	Interest Income	2025-26	110.07	NA	Nil
18	Sadbhav Rudrapur Highway Limited	Subsidiary	Interest Income	2025-26	0.82	NA	Nil
19	Sadbhav Rudrapur Highway Limited	Subsidiary	Subordinate Debt/Receivable/ Payable Written Off	2025-26	983.00	NA	Nil
20	Sadbhav Udaipur Highway Limited	Subsidiary	Subordinate Debt/Receivable/ Payable Written Off	2025-26	1346.39	NA	Nil
21	Sadbhav Engineering Limited	Holding Company	Current borrowing repaid (including Interest)	2025-26	660.81	NA	Nil
22	Ahmedabad Ring Road Private Limited	Subsidiary	Loan Given / (Repayment)	2025-26	161.33 (Net Balance)	NA	Nil

Note: All above transactions have been entered in the ordinary course of business and arm's length basis, hence approval of Board is not required under Section 188 of the Companies Act, 2013.

For, Sadbhav Infrastructure Project Limited

Shashin V. Patel
Executive Chairman
DIN: 00048328

Date: August 11, 2026
Place: Ahmedabad

Annexure - 3
Annual Report on CSR Activities for the year ended on 31st March 2026

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

Sadbhav Infrastructure Project Limited is committed to uplifting underprivileged and vulnerable communities by addressing their social, educational, cultural, environmental, and economic needs. The company prioritizes social initiatives within its immediate operational areas.

The Company has framed the CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is https://www.sadbhavinfra.co.in/en/pdf/corporate-social-responsibility-policy.pdf

Key Focus Areas of the CSR Policy are

a) Promoting education
b) Health Care
c) Sustainable Livelihood
d) Protection of the environment
e) Infrastructure development
f) Slum Area Development
g) eradicating extreme hunger and poverty

2. Composition of the CSR Committee as on 31st March, 2026:

Sr. 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
01	Mr. Tarang Desai	Independent Director- Chairman (w.e.f. 12-11-2025)	01	01
02	Mr. Shashin Patel	Director-Member	01	01
03	Mrs. Shefali Patel	Independent Director-Member	01	01
04	Mr. Jatin Thakkar	Executive Director (Upto 30-09-2025)	01	NA

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company — https://www.sadbhavinfra.co.in/en/pdf/corporate-social-responsibility-policy.pdf.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, if applicable (attach the report) — N.A.

5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility) Rules, 2014, and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be setoff for the financial year, if any (in Rs.)
1.	NA	Nil	Nil

6. Average net profit of the Company as per Section 135(5) — Average Loss of (Rs. 3657.98) Millions

7. a) Two percent of average net profit of the Company as per Section 135(5) — Negative (Rs. 73.16) Millions
   b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years — Nil
   c) Amount required to be set off for the financial year, if any — Nil
   d) Total CSR obligation for the financial year (7a + 7b - 7c) — Nil

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs. Millions)	Amount Unspent (In Rs. Lakhs)				
	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 (in Rs. Millions)	Date of Transfer	Name of the Fund	Amount (in Rs. Millions)	Date of Transfer
NIL	Not Applicable				

(b) **Details of CSR amount spent against ongoing projects for the financial year:**

Sr. No.	Name of Projects	Item from list of activities in Schedule VII of the Act	Local Area (Yes/No)	Location of the Project		Project Duration	Amoun allotted for the Project (in Rs. Lakhs)	Amount spent in current financial year (in Rs. Lakhs)	Amount transferred to Unsent CSR Account for the project as per section 135(6) (in Rs. Lakhs)	Mode of Implementation –Direct- Yes/No	Mode of Implementation through Implementation agency	
				State	District						Name	CSR Registered No.
1	Not Applicable											
2												
3												
	Total											

(c) **Details of CSR amount spent against other than ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	**Name of the Project**	**Item from the list of activities in schedule VII to the Act.**	**Local area (Yes/ No).**	**Location of the project.**		**Amount spent for the project (in Rs. Lakhs).**	**Mode of implementation on - Direct (Yes/No).**	**Mode of implementation - Through implementing agency.**	
				State	**District**			**Name.**	**CSR Registration No.**
1	***Not Applicable**								
2									
	TOTAL								

***As the net average profit for the last three years were negative, CSR Committee suggested not to spend any amount for CSR activities during the financial year 2025-26.**

(d) Amount spent in Administrative Overheads: Nil
(e) Amount spent on Impact Assessment, if applicable: Nil
(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Nil
(g) Excess amount for set off, if any: Nil

Sr. No.	Particular	Amount (in Rs. Millions)
(i)	Two percent of average net profit of the company as per section 135(5)	(73.16)
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount Transferred to Unspent CSR Account under Section 135(6) (Rs in Millions)	Amount spent in the Reporting Financial Year (Rs. in Millions)	Amount Spent to any Specified Fund mentioned in Schedule VII as per Section 135(6), if any			Amount remaining to be spent in remaining Financial Years (Rs in Millions)
				Name of the Fund	Amount (Rs) in Millions	Date of Transfer	
1	2023-24	-	-	-	-	-	
2	2022-23	-	-	-	-	-	
3	2021-22	-	-	-	-	-	
	TOTAL	-	-	-	-	-	

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil

Sr. No.	Project ID	Name of the Project	Financial year in which the project was commenced	Project duration	Total amount allocated for the project (In Rs. Lakhs)	Amount spent on the project in the reporting Financial Year (In Rs. Lakhs)	Cumulative amount spent at the end of the reporting Financial year (In Rs. Lakhs)	Status of the project-Completed/ Ongoing
1								
2								
3								
	Total							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

a)	Date of creation or acquisition of the capital asset(s)	-
b)	Amount of CSR spent for creation or acquisition of capital asset	-
c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.	-
d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	-

11. 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

For, Sadbhav Infrastructure Project Limited

Mr. Shashin Patel
Chairman of CSR Committee
DIN: 00048328

Mrs. Shefali Patel
Member of the Committee
DIN: 07235872

Date: August 11, 2026
Place: Ahmedabad

Annexure - 4

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,
Sadbhav Infrastructure Project Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sadbhav Infrastructure Project Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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, we hereby report that in our opinion, the Company, during the audit period covering the financial year ended on 31st March, 2025 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Sadbhav Infrastructure Project Limited ("the Company") for the financial year ended on 31st March, 2026 and verified the provisions of the following acts, regulations and also their applicability as far as the Company is concerned during the period under Audit:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;
ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent of their applicability to the Company;
v. 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;
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021;
   f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We have also examined compliance with applicable clauses of the following
1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. Provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except in following:

1. Pursuant to Regulation 17(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company shall have at least six Directors in the Board. After cessation of Mr. Jatin Thakkar on 30-09-2025, total number of Directors of the Company were five whereas the requirement was of minimum six directors. Thus the Company has not complied with the provisions of Regulation 17(1)(c) of SEBI LODR Regulations.

2. Pursuant to regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company has made delay of 4 days in filing the shareholding pattern with the stock exchange(s) within the prescribe timeline for the quarter ended on 30th June 2025. Thus the Company has not complied with the provisions of Regulation 31 of SEBI LODR Regulations.

3. Pursuant to regulation 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company has appointed Company Secretary and Compliance Officer with a delay of 184 days and to that extent Company has not complied with the said Regulation of SEBI LODR.

We 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. The changes in the composition of 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 at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously. As per records available in the said minutes there were no dissenting views expressed by any directors during the meetings.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period in the company there are no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For, Ashish Shah & Associates

Ashish Shah
Company Secretary in practice
FCS No.: 5974
C P No.: 4178
UDIN: F005974H001084359

Place: Ahmedabad
Date: August 11, 2026

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure - A

To,
The Members,
Sadbhav Infrastructure Project Limited

Our report is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we 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. Our examination was limited to the verification of procedure 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 has conducted the affairs of the Company.

For, Ashish Shah & Associates

Ashish Shah
Company Secretary in practice
FCS No.: 5974
C P No.: 4178
UDIN: F005974H001084359

Place: Ahmedabad
Date: August 11, 2026

Annexure - 5

Details under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2025-26:

Name of Directors	Designation	Ratio of remuneration of the Directors to the median remuneration of the employees	% increase in remuneration in the financial year
Mr. Shashin V. Patel	Executive Chairman	24.99:1	Nil
Mr. Siddharth Vyas*	Non-Executive, Non-Independent Director	0.07:1	
Mrs. Shefali Patel*	Independent Director	0.29:1	Nil
Mr. Tarang Desai*	Independent Director	0.29:1	Nil
Mr. Ambalal Patel*	Independent Director	0.29:1	Nil
Mr. Jatin Thakkar	Executive Director and Chief Financial Officer	8.12:1	Nil

* Reflecting siting fees.

Mr. Jatin Thakkar (DIN: 09312406) ceased to be a director of company w.e.f. 30th September, 2025 and he ceased to be Chief Financial Officer (CFO) of the company w.e.f. 12th November, 2025.

Comparison of remuneration of the key managerial personnel against the performance of the Company: There was a Loss before tax which became profit before tax of Rs. 185.86 million, also There was a Loss after tax which became profit after tax of Rs. 185.94 million in the financial year 2025-26.

The percentage increase in remuneration of the Chief Financial Officer and the Company Secretary: Nil.

B. The percentage increase in the median remuneration of employees in the financial year 2025-26: 21.93%

C. There were 34 employees on the rolls of Company as on March 31, 2026.

D. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2025-26 was Nil whereas the increase in the managerial remuneration for the same financial year was also Nil.

E. It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

The information required under sub section (12) of section 197 of the Companies Act, 2013 read with rule 5(2) and 5(3) of the companies (Appointment and Remuneration of Managerial Personnel) rule 2014, the details showing the name the names of the top ten employees in terms of remuneration drawn will be made available on request sent to the Company on investor@sadbhavinfra.co.in and the name of every employee,

i. if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees; -

Name	Mr. Shashin Patel
Designation	Executive Chairman
Remuneration received	Rs. 15,00,000 p.m.
Nature of employment, whether contractual or otherwise;	Mr. Shashin Patel (DIN: 00048328) has been appointed as an Executive Chairman and whole time director of the Company for a period w.e.f. 14th February, 2026 to 13th February, 2029 (both days inclusive).
Qualification and Experience	Mr. Shashin Patel has completed in MBA from renown institution. He possess experience in managing Management Information System, Project bidding and execution.
Date of commencement of employment;	Appointed as WTD and executive chairman w.e.f. 14-02-2026
Age	36 years
Last employment held by such employee before joining the company	Sadbhav Group
The percentage of equity shares held by the employee in the company	0.58%
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:	Not related to any Director or Manager of the Company.

ii. if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month and other particulars of employees drawing remuneration in excess of limits set out in the said rule are as under:

Name	Mr. Jatin Thakkar
Designation	Executive Director and Chief Financial Officer
Remuneration received	Rs. 9,25,000 p.m.
Nature of employment, whether contractual or otherwise;	Mr. Jatin Thakkar (DIN: 09312406) was appointed as an Executive Director of the Company for a period of three (3) years w.e.f. 15th March, 2023 to 14th March, 2026 (both days inclusive).
Qualification and Experience	Mr. Jatin Thakkar is a Member of Institute of Chartered Accountants of India. He is a versatile, high-energy professional, successful in achieving business growth objectives within turnaround time & rapid changing external environment. He is having a rich experience of 14+ years in managing in gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions.
Date of commencement of employment;	Appointed as Chief Financial Officer w.e.f. 17-12-2022 Appointed as an Executive Director w.e.f. 15-03-2023
Age	38 years
Last employment held by such employee before joining the company	Adani Enterprises Limited
The percentage of equity shares held by the employee in the company	0.00%
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:	Not related to any Director or Manager of the Company.

For and on behalf of the Board of Directors
Sadbhav Infrastructure Project Limited

Shashin V. Patel
Executive Chairman
DIN: 00048328

Date: August 11, 2026
Place: Ahmedabad

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages attainment of highest level of transparency, integrity, equity, openness, fairness and accountability in all phases of its functioning and its interactions with stakeholders, employees, government, regulatory bodies and community at large. To create a culture of corporate governance, the company has adopted practices such as constitution of various Board Committees for effective internal control system, adequate and timely compliance, fair representation of professionally qualified, non-executive and independent directors on the Board, disclosure of material information, effective management control, etc. The company is committed to achieve good corporate governance for betterment of sustainable growth and enhancement of stakeholders' value. So far as compliance with the requirement of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is concerned, Company has complied with all the mandatory norms and disclosures that have to be made on Corporate Governance front.

2. BOARD OF DIRECTORS

A. Composition of Board:

In compliance with the code of Corporate Governance, the composition of Board of Directors comprised of both Executive and Non-Executive Directors including Independent Directors. as on 31st March, 2026, the Board comprised of Five directors which include One Executive Director and Four Non-Executive Directors including Three Independent Directors (including one woman Director). Non-Executive and Independent Directors have expert knowledge in the fields of finance, taxation, accounts, audit, legal and industry. Thus, the Board represents a balanced mix of professionals, who bring the benefits of their knowledge and expertise to the Company and which enable them to effectively contribute to the Company in their capacity as Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the SEBI Listing Regulations and that they are independent of the management.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on 31st March, 2026 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1) (b) of SEBI Listing Regulations.

During FY 2025-26, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

None of the Directors hold office in more than 20 companies and in more than 10 public companies as prescribed under Section 165(1) of the Act. No Director holds Directorships in more than 8 listed companies.

Further, none of the Independent Directors ('ID') served as ID in more than 7 listed companies. The Managing Directors did not serve as an Independent Director in any listed company.

The composition of Board of Directors as on 31st March, 2026 is as under.

Name	Designation	Category	No. of Directorship held in other Companies	No. of Independent Directorship in Listed entity	No. of Committee Membership in other companies #	No. of Committee Chairmanship in other companies #	Directorship in other listed entity (Category of Directorship)	No. of Equity Shares held
Mr. Shashin Vishnubhai Patel (DIN: 00048328)	Whole Time Director	Executive Chairman	09	0	02	0	Sadbhav Engineering Limited (Chairman & Managing Director)	2027484
# Mr. Siddharth Bhupendrabhai Vyas (DIN: 01833867)	Non-Executive	Non -Independent Director	02	0	0	0	Sadbhav Engineering Limited (Non-Executive Director)	Nil

Name	Designation	Category	No. of Directorship held in other Companies	No. of Independent Directorship in Listed entity	No. of Committee Membership in other companies #	No. of Committee Chairmanship in other companies #	Directorship in other listed entity (Category of Directorship)	No. of Equity Shares held
Mrs. Shefali Manojbhai Patel (DIN: 07235872)	Non-Executive	Independent Director	06	01	02	01	Sadbhav Engineering Limited (Non-Executive Director-Independent Director)	Nil
Mr. Tarang Madhukar Desai (DIN: 00005100)	Non-Executive	Independent Director	07	01	01	01	Sadbhav Engineering Limited (Non-Executive Director-Independent Director)	Nil
Mr. Ambalal Chhitabhai Patel (DIN: 00037870)	Non-Executive	Independent Director	04	04	03	02	Sadbhav Engineering Limited (Non-Executive Director-Independent Director)	Nil
* Mr. Jatin Thakkar (DIN: 09312406)	Director & Chief Financial Officer	Director & Chief Financial Officer	0	0	0	0	Sadbhav Engineering Limited (Non-Executive Director)	Nil

Only Audit Committee and the Stakeholders' Relationship Committee of Indian Public Limited Companies (excluding Sadbhav Infrastructure Project Limited) have been considered for committee position.

* Mr. Jatin Thakkar ceased to be a director of the company w.e.f. 30th September, 2025, he resigned as a Chief Financial Officer of the Company w.e.f. 12th November, 2025.

Mr. Siddharth Bhupendrabhai Vyas was appointed as a Non-Executive Non-Independent Director of the company w.e.f. 4th September, 2025

B. Board Meeting and Procedure:

The Board meets at least once in a quarter and the maximum time gap between any two meetings is not more than 120 days. During the year under review, four (4) board meetings were convened and held on 27th May 2025, 12th August 2025, 12th November 2025 and 12th February, 2026. The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, business plans, annual budgets, projects and capital expenditure, compliance with applicable laws and regulations.

The meetings of the Board of Directors are scheduled well in advance. The Company Secretary, in consultation with Executive Chairman and other Directors, prepares detailed agenda for the meetings. Directors are also free to bring up any matter for discussion at the Board Meetings with the permission of the Chairman. The draft minutes of the meeting approved by the Chairman is circulated to all the Directors within fifteen days after the conclusion of the meetings.

Attendance at Board meetings and Annual General Meeting (AGM)

Name	No. of Board Meetings held	No. of Board Meetings Attended	Attendance at the last AGM
Mr. Shashin V. Patel	4	4	Yes
Mr. Jatin Thakkar	4	2	No
Mr. Siddharth Vyas	4	1	No
Mrs. Shefali Patel	4	4	Yes
Mr. Ambalal Patel	4	4	Yes
Mr. Tarang Desai	4	4	Yes

C. Evaluation of Board Performance:

During the year, the Board in consultation with Nomination and Remuneration Committee has adopted a formal mechanism to lay down the evaluation criteria for the performance of the Chairman, the Board, the Committees and Executive/Non-Executive/Independent Directors, excluding the Director being evaluated. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board and Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and of the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation on different criteria, which reflected the overall engagement of the Board and its Committees with the Company.

D. Separate Meeting of Independent Directors:

During the year under review, in compliance with the requirements of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 read with Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors of the Company, without attendance of Non-Independent Directors and members of management, was held on 12th February, 2026, wherein, the Independent Directors:

1. Reviewed the performance of Non-Independent Directors;
2. Reviewed the performance of Board as a whole;
3. Reviewed the performance of Chairman of the Company;
4. Assessed the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

E. Familiarization Programme for Independent Directors:

The Company familiarized its Independent Directors with the Corporate Structure of the group, nature of the industry in which Company operates, business model of the Company, project details, toll income and financials, etc. through familiarization programme held on 12th February, 2026. The detailed familiarization programme for Independent Directors is available on the website of the company. Weblink of the same is https://www.sadbhavinfra.co.in/en/investors.html.

F. Skills, Expertise and Competencies of the Board

The Board of Directors has, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), identified the following core skills/ expertise/competencies of Directors as required in the context of business of the Company for its effective functioning:

a. Leadership experience in managing companies and associations including general management
b. Industry experience including its entire value chain and indepth experience in corporate strategy and planning
c. Expertise in the field of Infrastructure
d. Experience in finance, tax, risk management, legal, compliance and corporate governance
e. Experience in human resources and communication
f. Relevant experience and knowledge in the matters of Safety and Corporate Social Responsibility including environment, sustainability, community and values

The Board as a whole possesses the identified skills, expertise and competencies as are required in the context of business of the Company.

The Board has identified the following skill set with reference to its Business and Industry, which are available with the Board as on 31st March, 2026.

Name of the Director	Expertise in Specific functional area
Mr. Shashin Patel	Entrepreneur, Infrastructure domain, Business Strategy and Corporate Management
Mr. Siddharth Vyas#	Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions.
Mr. Tarang Desai	Administration and Management.
Mrs. Shefali Patel	Business Management, ethics and Risk Management.
Mr. Ambalal Patel	He was involved in promoting and developing private sector, joint sector, new entrepreneur scheme and infrastructure sector projects, providing financial assistance by way of term loan, joint finance, equity disbursement and recovery.

Mr. Siddharth Bhupendrabhai Vyas appointed as a Non-Executive Non-Independent Director of the company w.e.f. 4th September, 2025

3. COMMITTEES OF THE BOARD

The Board has following Committees as on 31st March, 2026:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Finance and Investment Committee
5. Corporate Social Responsibility Committee
6. Risk Management Committee

The terms of reference of the Board Committees are determined by the Board from time to time. The Board is responsible for constituting, re-constituting, assigning and co-opting the members of the Committees.

A. Audit Committee

i. Terms of Reference:

- The Audit Committee functions in accordance with Section 177 of the Act, Regulation 18 of the Listing Regulations and its Charter adopted by the Board. During the year under review, the Audit Committee Charter was amended to align the role of the Committee with amendments to the Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015. The terms of reference of the Audit Committee, inter alia, includes:
- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the Statutory Auditor of the Company and fixation of audit fee;
- Reviewing and monitoring the Statutory Auditor's independence and performance and effectiveness of audit process;
- Approving payments to Statutory Auditors for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval;
- Reviewing with the management, the quarterly, half yearly and annual financial statements before submission to the Board for approval;
- Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issued and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of funds raised through the proposed offer by the Company.
- Approval or any subsequent modifications of transactions of the Company with related parties;
- Scrutinizing of inter-corporate loans and investments;
- Valuing of undertakings or assets of the Company, wherever it is necessary;
- Evaluating of internal financial controls and risk management system;
- Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances
- Reviewing with the management, the performance of Statutory and Internal Auditors and adequacy of internal control system;
- Reviewing the adequacy of internal audit function if any, including the structure of internal audit department, reporting structure coverage and frequency of internal audit;
- Discussing with Internal Auditors on any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the Statutory Auditors before the audit commences about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
- Approving the appointment of the Chief Financial Officer or any other person handling the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

ii. Composition and Attendance:

The Company has independent Audit Committee, constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Committee are financially literate. The Company Secretary acts as the secretary to the Committee. Mrs. Shefali Patel, Chairman of the Audit Committee, was present at the Annual General Meeting of the Company held on 30th September, 2025.

During the year financial year 2025-26, 4 (Four) meetings of the Audit Committee were held on 27th May, 2025, 12th August, 2025, 12th November, 2025 and 12th February, 2026.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Shashin Patel	Member	Executive Director	4	4
Mrs. Shefali Patel	Chairman	Independent, Non-Executive Director	4	4
Mr. Tarang Desai	Member	Independent, Non-Executive Director	4	4

B. Nomination and Remuneration Committee

i. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes following:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees;
- Formulating criteria for evaluation of the Independent Directors and the Board;
- Specifying the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the NRC or by an independent external agency and review its implementation and compliance.
- Devising a policy on Board diversity;
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Identifying persons who qualify to become Directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluations of every Director's performance;
- Analyzing, monitoring and reviewing various human resource and compensation matters;
- Determining the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment and determining remuneration packages of such Directors;
- Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market related, usually consisting a fixed and variable component;
- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

ii. Composition and Attendance:

The Company has independent Nomination and Remuneration Committee, constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Shefali Patel, Chairman of the Nomination and Remuneration Committee, was present at the Annual General Meeting of the Company held on 30th September, 2025.

During the year 2025-26, 2 (Two) meetings of the committee were held on 12th August, 2025 and 12th November, 2025, 1 (one) Circular resolution was passed by the Nomination and Remuneration Committee on 4th September, 2025.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mrs. Shefali Patel	Chairman	Independent, Non-Executive Director	2	2
Mr. Tarang Desai	Member	Independent, Non-Executive Director	2	2
Mr. Ambalal patel	Member	Independent, Non-Executive Director	2	2

iii. Remuneration Policy:

The remuneration policy of the Company has been formulated by ensuring that the level and composition of remuneration should be reasonable and sufficient to attract, retain and motivate Directors. Remuneration of Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis.

i) Remuneration to Non-Executive Directors

During the year 2025-26, Non-Executive Directors are paid sitting fees for each meeting of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ii) Remuneration to Executive Director

Remuneration paid to the Executive Directors is recommended by the Nomination & Remuneration Committee, approved by the Board and is subject to the overall limits as approved by the shareholders.

Details of the remuneration paid to Executive and Non-Executive Directors during the year 2025-26 are as under.

Name of Directors	Salary (Rs. In Millions)	Sitting Fees (Rs. In Millions)	Terms of appointment
Mr. Shashin V. Patel	18	NA	3 years from 14th February, 2023
Mr. Jatin Thakkar	5.55	NA	3 years from 15th March, 2023
Mr. Siddharth Vyas	NA	0.05	5 years from 4th September, 2025
Mrs. Shefali Patel	NA	0.20	5 years from 6th July, 2024
Mr. Ambalal Patel	NA	0.20	5 years from 30th September, 2024
Mr. Tarang patel	NA	0.20	5 years from 12th August, 2024

The Company has not entered into any pecuniary relationship or transactions with Non-Executive Directors of the Company.

Further, criteria for making payment, if any, to non-executive directors are provided under the Nomination and Remuneration Policy of the Company which is hosted on the website of the Company and the weblink for the same is https://www.sadbhavinfra.co.in/en/pdf/criter+iafor_making_payment_to_non_executive_directors.pdf

C. Stakeholders' Relationship Committee

i. Terms of Reference:

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders. During the year under review, the terms of reference of the SRC were amended to align the role of the Committee with amendments to the Listing Regulations. The terms of reference of the SRC includes:

- Redressal of shareholders' / investors' grievances;
- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividend, balance sheets of the Company or any other documents or information to be sent by the Company to its shareholders;
- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.
- Carrying out any other function as prescribed under the Equity Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii. Composition and Attendance:

The Company has constituted Stakeholders' Relationship Committee in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company Secretary acts as the secretary to the Committee. Mrs. Shefali Patel, Chairman of the Stakeholders' Relationship Committee, was present at the Annual General Meeting of the Company held on 30th September, 2025.

During the year 2025-26, 3 (Three) meetings of the Stakeholders' Relationship Committee were held on 27th May, 2025, 12th August, 2025 and 12th November, 2025.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Shashin Patel	Member	Executive Director	3	3
Mrs. Shefali Patel	Chairman	Independent, Non-Executive Director	3	3
Mr. Tarang Desai	Member	Independent, Non-Executive Director	3	3

No. of Complaints received and resolved during the year:

Particulars	No. of Complaints
Complaints at the beginning of the year	Nil
Complaints received during the year	Nil
Complaints resolved during the year	Nil
Complaints not solved to the satisfaction of shareholders	Nil
Complaints remains unresolved at the end of the year	Nil

D. Finance and Investment Committee

The Board has constituted Finance Committee as "Finance and Investment Committee" comprising of Mr. Shashin Patel, Mr. Ambalal Patel and Mr. Tarang Desai, to review investment of funds, approval of short terms and/or long terms loans, banking transactions, avail financial facilities for Company and any other matters related to finance and investments of the company as decided by the Board of Directors of the Company.

Finance and Investment Committee meets as and when the need to consider any matter assigned to it arises.

During the year 2025-26, 1 (One) meeting of the Finance and Investment Committee was held on 28th October 2025.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Shashin V. Patel	Chairman	Executive Director	1	1
Mr. Ambalal Patel	Member	Independent, Non-Executive Director	1	1
Mr. Tarang Desai	Member	Independent, Non-Executive Director	1	1

E. Corporate Social Responsibility Committee

Company has duly constituted Corporate Social Responsibility Committee (known as "CSR Committee") in compliance with the provisions of Section 135 read with Schedule VII of the Companies Act, 2013, for the purpose of activities to be undertaken by the company towards the Corporate Social Responsibility (CSR).

The terms of reference of CSR Committee includes, formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder and providing guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

During the year 2025-26, 1 (One) meeting of the CSR Committee were held on 12th February, 2026.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
*Mr. Tarang Desai	Chairman	Independent, Non-Executive Director	1	1
Mr. Shashin V. Patel	Member	Executive Director	1	1
Mrs. Shefali Patel	Member	Independent, Non-Executive Director	1	1
#Mr. Jatin Thakkar	Member	Executive Director	1	0

* Mr. Tarang Desai appointed as a Chairman and Member on 12th November, 2025.

\# Mr. Jatin Thakkar ceased to be a member of the committee w.e.f. 30th September, 2025.

F. Risk Management Committee

In compliance of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted the Risk Management Committee and majority of members of the Committee are members of Board of Directors. The Company has a well-defined risk management framework to identify, recognize, monitor and mitigate risks as also identify business opportunities. The Committee has been delegated powers to monitor and review risk management plans. The Committee is headed by Mr. Tarang Desai as Chairman of the Committee. Mr. Shashin Patel and Mrs. Shefali Patel are members of the Committee. The Committee meets as and when they need to review the management plans.

During the year 2025-26, 2 (Two) meetings of the Risk Management Committee were held on 27th May 2025 and 12th November, 2025.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Shashin V. Patel	Member	Executive Director.	2	2
Mr. Tarang Desai	Chairman	Independent, Non-Executive Director.	2	2
Mrs. Shefali Patel	Member	Independent, Non-Executive Director.	2	2

4. PARTICULARS OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The Key Managerial Personnel and Senior Management of the Company as on March 31, 2026 are as under:

Sr. No.	Name	Designation
1.	Mr. Kedar Pandya	Company Secretary (KMP)
2.	Mr. Jatin Thakkar	Chief Financial Officer- CFO (KMP)

Following changes took place during the financial year 2025-26:

Sr. No.	Name	Designation	Date of Cessation/Appointment
1.	Mr. Kedar Pandya	Company Secretary (KMP)	12-11-2025 (Appointment)
2.	Mr. Jatin Thakkar	Executive Director & CFO (KMP)	12-11-2025 (Cessation)

Notes:

Service Contract, Notice Period and Severance Fees.

There is no Service Contract executed between the Company and Executive or Non-executive Directors for availing service and the Company has not paid any severance fees to the Directors

Stock option details, if any: The Company has not granted any Stock Options to any directors or employees of the company.

5. GENERAL BODY MEETINGS

Location, date and time of Annual General Meetings held during the last 3 years and special resolutions passed:

Financial Year	Day, Date & Time	Venue	Special Resolution passed
2024-25	Tuesday, September 30, 2025 (3:00 P.M)	Though video conferencing ("VC")/ other audio-visual means ("OAVM").	Yes • To Re-appoint Mr. Shashin patel (DIN: 00048328) as an Executive Chairman and Whole-Time Director of the company. • Appointment of Mr. Siddharth Bhupendrabhai Vyas (DIN:01833867) as a Non-Executive Director of The Company.
2023-24	Monday, September 30, 2024 (2:00 P.M)	Though video conferencing ("VC")/ other audio-visual means ("OAVM").	Yes • Appointment of Mr. Ambalal C. Patel (DIN: 00037870) as an Independent Director of the Company. • Appointment of Mrs. Shefali Manojbhai Patel (DIN:07235872) as an Independent Director of the Company. • Appointment of Mr. Tarang Madhukar Desai (DIN:00005100) as an Independent Director of the Company. • Approval of Implementation of the 'Employee Stock Option Plan 2024 and to approve Grant of Employee Stock Options under the 'Employee Stock Option Plan 2024' to the eligible employees of the Company. • Approval of Grant of Employee Stock Options under the 'Employee Stock Option Plan 2024' to the eligible employees of the Company's Subsidiary Companies (Including Step-Down Subsidiary Companies) and Holding Companies. • Approval of Grant Options to Eligible Employees Equal to Or Exceeding One Percent of the Issued Capital of The Company During Any One Year Under Employee Stock Option Plan 2024
2022-23	Saturday, September 30, 2023 (2:00 P.M.)	Though video conferencing ("VC")/ other audio-visual means ("OAVM").	No

Company has not proposed to pass any special resolution through postal ballot during the year 2025-26.

6. MEANS OF COMMUNICATION

The quarterly, half yearly and annual financial results and other statutory information are generally communicated to the shareholders by way of an advertisement in an English newspaper viz. 'The Financial Express (English)' and in a vernacular language newspaper viz. 'The Financial Express (Gujarati)' as per requirements of the Listing Regulations.

The Company is promptly reporting all material information including declaration of quarterly financial results, press releases, etc. to all Stock Exchanges where the securities of the Company are listed. Such information is also simultaneously displayed immediately on the Company's website https://www.sadbhavinfra.co.in/.

The financials and other material information were uploaded by the Company on the websites of NSE and BSE i.e. www.nseindia.com and www.bseindia.com respectively through NSE Electronic Application Processing System (NEAPS) and Digital Platform of the National Stock Exchange of India Ltd. (NSE) and BSE Online Portal of BSE Ltd. (BSE).

Official press releases, presentations made to institutional investors or to the analysts and transcripts of Con-call are displayed on Company's corporate website, www.sadbhavinfra.co.in.

The main channel of communication to the shareholders is through Annual Report, which includes inter-alia, the Directors' Report, Management's Discussion and Analysis, Report on Corporate Governance and Audited Financial Results.

The Company has not made any Presentations to institutional investors or to the analysts.

7. GENERAL SHAREHOLDERS INFORMATION

A. General Information:

1.	**Annual General Meeting**		
	Date and Time	:	Wednesday, 30th September, 2026 at 12.00 p.m
	Venue	:	Through Video Conferencing or other Audio Visual means
2.	**Financial Year**	:	1st April, 2025 to 31st March, 2026
3.	**Book Closure Date**	:	Thursday, 24th september, 2026 to Wednesday, 30th september, 2026 (both days inclusive)
4.	**Dividend Payment Date**	:	N.A.
5.	**Listing on Stock Exchanges**		
	Equity Shares	:	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001
		:	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
6.	**Listing Fees**	:	Company has paid the annual listing fees for the financial year 2025-26 to the above Stock Exchanges.
7.	**Stock Code**		
	BSE Limited	:	539346
	National Stock Exchange of India Limited	:	SADBHIN
	ISIN for Equity Shares	:	INE764L01010

B. Debt Securities (Debentures):

Unlisted, Unrated, Secured, Redeemable, Non-Convertible Debentures as on 31st March, 2026.

ISIN number	Issuance date	Maturity date	Payment frequency	Amount Outstanding (Amount in Rs.)	Name of the Debenture Trustee
INE764L07207	15/04/2021	15/07/2026	N.A.	*65,06,00,000	CATALYST TRUSTEESHIP LIMITED

*The said debentures were fully paid off in July, 2026

C. Details of Debenture Trustee:

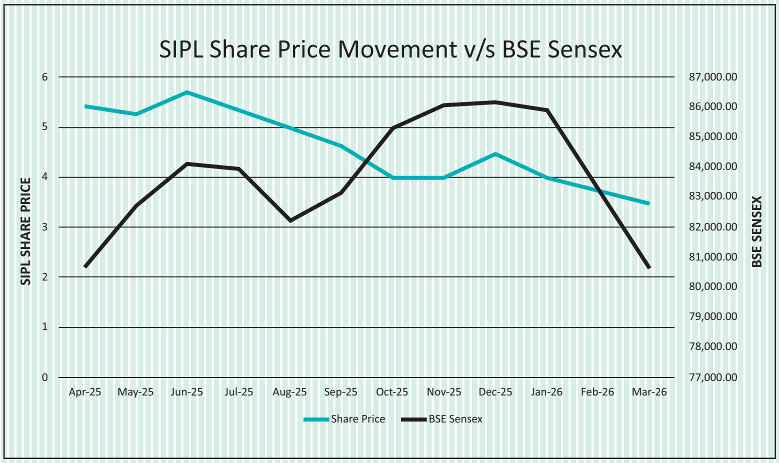
CATALYST TRUSTEESHIP LIMITED (Formerly known as GDA Trusteeship Limited)	901,9th Floor, Tower – B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400013. Tel: 022-49220555; Fax: 022-49220505 Email: dt@ctltrustee.com Website: www.catalysttrustee.com

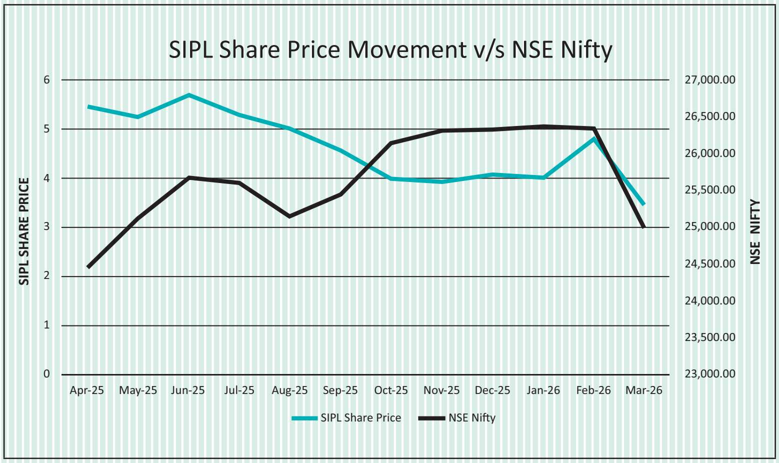
D. Market Price Data:

Below mentioned are the details of high/low, Number and Value of shares traded during each month in the last financial year.

Month	BSE Limited		National Stock Exchange Limited	
	High	Low	High	Low
Apr-25	5.42	4.14	5.46	4.19
May-25	5.25	3.88	5.25	4.02
Jun-25	5.7	4.29	5.70	4.40
Jul-25	5.34	4.07	5.29	4.06
Aug-25	4.99	3.22	5.02	3.22
Sep-25	4.62	3.77	4.56	3.76
Oct-25	3.99	3.52	3.99	3.61
Nov-25	3.98	3.45	3.92	3.41
Dec-25	4.47	2.05	4.07	3.50
Jan-26	3.99	3.13	4.02	3.10
Feb-26	4.47	3.18	4.79	3.14
Mar-26	3.47	2.15	3.45	2.15

E. Performance of the share price of the Company in comparison to BSE Sensex and NSE Nifty:





F. Registrar & Share Transfer Agent:

Name and Address	:	M/s. MUFG Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083
Phone	:	022-49186000
Fax	:	022-49186060
Email	:	investor.helpdesk@in.mpms.mufg.com
Website	:	https://in.mpms.mufg.com/

G. Share Transfer System:

With effective from 1st April, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

Pursuant to Regulation 40(9) of the Listing Regulations with the stock exchanges, the Company obtains a Certificate from a Practicing Company Secretary on yearly basis, for due compliance of share transfer formalities. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, a certificate has also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company. The Company files copy of these certificates with the stock exchanges as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

H. Shareholding as on 31st March, 2026:

i. Distribution of Shareholding as on 31st March, 2026:

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total Capital
1 – 500	38370	70.95	4759008	1.35
501 – 1000	5934	10.97	5044073	1.43
1001 – 2000	3810	7.06	5959175	1.69

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total Capital
2001 – 3000	1658	3.07	4311283	1.22
3001 – 4000	794	1.47	2872400	0.82
4001 – 5000	885	1.64	4228793	1.20
5001 – 10000	1364	2.52	10372639	2.94
10001 & Above	1265	2.34	314677845	89.34
Total	**54080**	**100.00**	**352225216**	**100.00**

ii. Categories of Shareholders as on 31st March, 2026:

Category	No. of Shares held		Total No. of Shares	% of holding
	Demat	Physical		
Promoters	247448736	-	247448736	70.25
Banks/Financial Institutions/Central Govt./ State Govt./Trusts & Insurance Companies	-	-	-	-
FII / Foreign Portfolio Investors	1	-	1	0
IEPF	3570	-	3570	0
NRI (Repatriable & Non-Repatriable)	1385206	-	1385206	0.28
Foreign Companies	7637860	-	7637860	2.17
Other Corporate Bodies	7238897	-	7238897	2.06
Indian Public / HUF	87352770	3*	87352773	24.80
Clearing Member	466866		466866	0.13
Trust	-	-	-	-
Other Directors/Relatives	440000		440000	0.12
Body Corporate - Ltd Liability Partnership	251304		251304	0.07
Office Bearers	3	-	3	0
Total	**352225213**	**3***	**352225216**	**100.00**

*The said three shares were also admitted to the dematerialized facility of shareholding during the quarter ended 30-06-2026, hence company has achieved 100% dematerialized shareholding.

I. Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. Equity Shares of the Company representing 99.9999% of the Company's paid up share capital is in dematerialized form as on 31st March, 2026 with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). It is imperative to note that remaining fractional three shares were also admitted to the dematerialized facility of shareholding during the quarter ended 30-06-2026, hence company has achieved 100% dematerialized shareholding Details of which are as under:

Sr. No.	Mode of Holding	No. of Shares	% of Total Capital
1	NSDL	297310140	84.41
2	CDSL	54915073	15.59
3	Physical	3*	0.00
Total		**352225216**	**100.00**

*The said three shares were also admitted to the dematerialized facility of shareholding during the quarter ended 30-06-2026, hence company has achieved 100% dematerialized shareholding.

The Company's shares are regularly traded on the 'BSE Limited' and 'National Stock Exchange of India Limited'.

ISIN number for dematerialization of the equity shares of the Company is INE764L01010.

J. Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion date and likely impact on equity: The Company has not issued any GDRs/ADRs/warrants or any convertible instruments.

K. Commodity price risk or foreign exchange risk and hedging: Not Applicable

L. Plant Locations: The Company does not have any manufacturing plant.

M. Address for Correspondence: Shareholders may correspond to the Company Secretary of the Company or at the office of Registrar & Transfer Agent at the below mentioned addresses.

N. Credit Rating: as on 31/03/2026

Facilities	Outstanding Amount (Rs. Crores)	Rating
Non-Convertible Debenture	65.06* (Rupees Three Hundred and Ninety Crores Only)	IND C (Issuer Not Cooperating)#
Total	**65.06**	

*The said 6505 debentures have been fully paid by the company in July, 2026.

#The credit rating was then withdrawn by the rating agency on account of full repayment of NCDs on 21st July, 2026.

8. OTHER DISCLOSURES

A. All transactions entered into with related parties as defined under Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year 2025-26, were in the ordinary course of business and on an arm's length basis. There were no materially significant Related Party Transactions during the financial year 2025-26 that may have potential conflict with the interest of the Company at large. The details of Related Party Transactions are disclosed in financial section of this Annual Report. The Board has approved a policy for related party transactions which is uploaded on the website of the Company at https://www.sadbhavinfra.co.in/en/pdf/policy-on-related-party-transaction.pdf.

B. There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years except as disclosed in annual secretarial compliance report for the year 2025-26. Further, there are no penalties or structures imposed by the Stock Exchanges, SEBI or any statutory authority except as disclosed on the Annual Secretarial Compliance Report for the year 2025-26 and as disclosed to the stock exchange and public at large, on any matter related to capital market during the last three years.

C. In accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Whistle Blower Policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The said policy is uploaded on the website of the Company at https://www.sadbhavinfra.co.in/en/pdf/whistle-blower-policy.pdf.

All protected disclosures should be in writing and can be submitted by hand delivery or by courier or post or by electronic mode addressed to the Chairman of the Audit Committee of the Company on below mentioned address.

Chairman of Audit Committee

Sadbhav Infrastructure Project Limited

"Sadbhav House",

Opp. Law Garden Police Chowki,

Ellisbridge, Ahmedabad – 380006

D. Code of Conduct for Prevention of Insider Trading: The Company has adopted the Code of Conduct for Prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Code'). The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company.

Compliance Officer for ensuring compliance with and for the effective implementation of the Regulations and the Code across the Company. The Company has also adopted a Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information ('UPSI') by the Company to enable the investor community to take informed investment decisions with regard to the Company's shares.

During the year under review, both the above Codes were amended to align them with the amendments to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code of Corporate Disclosure Practices along with the Policy for Determination of Legitimate Purposes is also available on the website of the Company at https://www.sadbhavinfra.co.in

E. The Company has complied with all the mandatory requirements of the Listing Regulations (except as disclosed in the annual secretarial compliance report for the year 2025-26) relating to Corporate Governance and also complied with Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 relating to the dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations, is as under:

The following non-mandatory requirements have been adopted by the Company:

a. The Report of Auditors is with Modified opinion with respect to the Audited Financial Results (Standalone and consolidated) of the Company for the quarter and year ended on 31st March, 2026.

b. The Internal Auditors report directly to the Audit Committee.

F. The Company has a policy for determining 'material subsidiaries' which is uploaded on the website of the Company at https://www.sadbhavinfra.co.in/en/pdf/policy_for_determining_material_subsidiary_co.pdf

G. The Company has adopted Policy on dealing with related party transactions and the same is placed on website of the Company and web-link of the same is https://www.sadbhavinfra.co.in/en/pdf/policy-on-related-party-transaction.pdf

H. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): N.A.

I. In accordance with the SEBI Circular dated 8th February, 2019, the Company has obtained an Annual Secretarial Compliance Report from Mr. Ashish Shah & Associates, Company Secretary in Practice confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended 31st March, 2026.

J. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and complied with clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

K. Mr. Ashish Shah, Company Secretary in Practice has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority.

L. The Executive Chairman and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on 31st

March, 2026 in compliance with Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is attached to this report.

M. The Company has a well-defined risk management framework in place. The Audit Committee of the Board is also regularly informed about the business risks and the steps taken to mitigate the same. The implementation of the risk assessment and minimization procedures is an ongoing process and the Board members are periodically informed of the status.

N. The Board of Directors has adopted the Code of Conduct for Directors and Senior Management and the same has been placed on the Company's website. https://www.sadbhavinfra.co.in/en/pdf/code-of-conduct.pdf All Board Members and Senior Personnel have affirmed compliance of Code of Conduct. A declaration signed by the Managing Director to this effect is attached to this report.

O. In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has framed an Insider Trading Code to avoid any insider trading and it is applicable to all Directors, Officers and such employees of the Company and their immediate relatives who are expected to have access to the unpublished price sensitive information relating to the Company. The said code laid down guidelines, which advices them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company. The code has been placed on the Company's website. https://www.sadbhavinfra.co.in/en/pdf/insider-trading-code-SIPL.pdf

P. A Management Discussion and Analysis Report forms part of this Annual Report and includes discussion on various matters specified under Regulation 34(2)(e) and Schedule V (B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Q. In preparation of financial statements, the Company has followed the Indian Accounting Standards (IndAS) specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

R. Disclosure of commodity price risks and commodity hedging activities: is not applicable.

S. Confirmation by the Board of Directors regarding acceptance of recommendation of all Committees: In terms of the amendments made to the Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from all its committees, if any.

T. Fees paid to Statutory Auditor: Fees were paid by the Company and its subsidiaries, on a consolidated basis, for all services to respective Statutory Auditors and all entities in the network firm/ network entity of which they are part. The details of fees paid to the Statutory Auditors is mentioned in notes of the financial statements.

U. Prevention, prohibition and redressal of sexual harassment at workplace: Status of complaints in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 for the FY 2025-26 is as follows:

Number of complaints filed during the financial year: Nil

Number of complaints disposed of during the financial year: Nil

Number of complaints pending as on end of the financial year: Nil

V. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested' by name and amount can be referred to Related Party Transactions disclosed in the Financials.

W. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

Sr. No.	Name of Material Subsidiary Company	Date of Incorporation	Name of Statutory Auditor	Original Date of Appointment of Statutory Auditor
1	Ahmedabad Ring Road Infrastructure Limited	31-08-2006	M/s S G D G & Associates LLP	20-09-2017
2	Sadbhav Nainital Highway Limited	01-05-2016	M/s Gianender & Associates	22-09-2017
3	Sadbhav Rudrapur Highway Limited	01-05-2016	M/s Gianender & Associates	22-09-2017
4	Sadbhav Bangalore Highway Private Limited	29-10-2016	M/s Manubhai & Shah LLP	22-09-2017
5	Sadbhav Vidarbha Highway Limited	24-04-2017	M/s Manubhai & Shah LLP	22-09-2018
6	Sadbhav Udaipur Highway Limited	23-05-2017	M/s Manubhai & Shah LLP	22-09-2018
7	Sadbhav Jodhpur Ring Road Private Limited	03-01-2018	M/s S G D G & Associates LLP	29-09-2022
8	Sadbhav Kim Expressway Private Limited	12-04-2018	M/s Manubhai & Shah LLP	20-09-2019
9	Sadbhav Infra Solutions Private Limited	14-04-2018	M/s Gianender & Associates	29-09-2023
10	Sadbhav Maintenance Infrastructure Private Limited	16-04-2018	M/s Gianender & Associates	20-09-2019
11	Sadbhav Hybrid Annuity Projects Limited	26-06-2018	O.R. Maloo & Co.	20-09-2019
12	Rohtak Hissar Tollway Private Limited	11-04-2013	M/s Gianender & Associates	20-09-2019
13	Rohtak Panipat Tollway Private Limited	25-01-2010	M/s Gianender & Associates	03-11-2021
14	Maharashtra Border Check Post Network Limited	15-04-2009	M/s Manubhai & Shah LLP	30-09-2020

X. There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule V read with Regulation 34(3) of SEBI LODR Regulations

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirement of Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all members of the Board and Senior Management personnel have affirmed compliance with Code of Conduct for the year ended 31st March, 2026.

For, Sadbhav Infrastructure Project Limited

Shashin Patel
Executive Chairman
DIN: 00048328

Date: 11th August, 2026
Place: Ahmedabad

Certification on Financial Statements of the Company

We, Shashin Patel, Executive Chairman and Whole Time Director and Kaivan Vora, Chief Financial Officer (CFO) of Sadbhav Infrastructure Project Limited ('the Company'), certify that:

a. We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2026 and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;

   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2026 which are fraudulent, illegal or violative of the Company's Code of Conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee:

   i. Significant changes in internal control over financial reporting during the year;

   ii. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and

   iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Shashin Patel
Executive Chairman
DIN: 00048328

Kaivan Vora
Chief Financial Officer
PAN-AEKPV0843G

Date: 11th August, 2026
Place: Ahmedabad

Compliance Certificate on Corporate Governance

To,
The Members of
Sadbhav Infrastructure Project Limited

We have examined the Compliance Conditions of Corporate Governance by Sadbhav Infrastructure Project Limited for the year ended on 31st March, 2026 as per Para E of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 01st April, 2025 to 31st March, 2026. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The Compliance of Conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the Management, we certify that the Company has materially complied with the conditions of Corporate Governance as stipulated Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Ashish Shah & Associates
Company Secretaries

Ashish Shah
Proprietor
FCS No.: 5974
C P No.: 4178
UDIN: F005974H001084480

Date: 11th August, 2026
Place: Ahmedabad

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of
the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015]

To,
The Members of
Sadbhav Infrastructure Project Limited

We have examined online the relevant registers, records, forms, returns and disclosures received from the Directors of SADBHAV INFRASTRUCTURE PROJECT LIMITED having CIN L45202GJ2007PLC049808 and having registered office at "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1.	SHASHIN VISHNUBHAI PATEL	00048328	18-01-2007
2.	SIDDHARTH VYAS	01833867	04-09-2025
3.	TARANG DESAI	00005100	12-08-2024
4.	AMBALAL PATEL	00037870	30-09-2024
5.	SHEFALI PATEL	07235872	06-07-2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Ashish Shah & Associates
Company Secretaries

Ashish Shah
Proprietor
FCS No.: 5974
C P No.: 4178
UDIN: F005974H001084458

Date: 11th August, 2026
Place: Ahmedabad

Management Discussion & Analysis

CAVEAT

This Annual Report contains certain forward-looking statements and projections that inherently involve substantial risks, uncertainties, and assumptions. Actual outcomes and results may differ materially from those anticipated or implied, owing to a variety of critical factors. These factors include, but are not limited to, the following:

Regulatory Landscapes: Variations in the regulatory frameworks governing the Indian infrastructure sector, adjustments to domestic legislation, and the Company's institutional capacity to respond effectively to such changes.

Strategic Imperatives: The successful execution of corporate strategies, growth objectives, expansion initiatives, and financing structures.

Macroeconomic Variables: Prevailing economic and political conditions within India, shifts in monetary and fiscal policies, inflationary or deflationary pressures, and unanticipated volatility in interest rates, foreign exchange rates, equity prices, or capital markets globally and domestically.

Operational Environment: Technological advancements, exposure to market risks, and intensifying competitive dynamics within the infrastructure sector.

Asset-Specific Provisions: The potential expiration or termination of concession agreements relating to specific project Special Purpose Vehicles (SPVs), general developments within the transport sector, traffic volume fluctuations, and evolving governmental policies impacting the transportation industry in India.

1. BUSINESS OVERVIEW

Established in 2007, Sadbhav Infrastructure Project Limited (SIPL) is one of India's premier infrastructure developers, specializing in the construction and management of roadways and highways.

- The company possesses comprehensive in-house Operations and Maintenance (O&M) capabilities, which it leverages across two primary business models: Build-Operate-Transfer (BOT) and Hybrid Annuity Model (HAM)

Through years of project execution, SIPL has cultivated extensive internal expertise in asset management and long-term operations. The company's client portfolio consists chiefly of statutory bodies and government authorities, including the National Highways Authority of India (NHAI), Ahmedabad Urban Development Authority (AUDA), and various state Public Works Departments (PWDs).

While maintaining a dominant footprint in Maharashtra, Rajasthan, Haryana, Karnataka, Uttar Pradesh, Telangana, and Gujarat, SIPL is actively executing a strategic expansion to capture high-value infrastructure opportunities across new geographies.

2. ROAD AND INFRASTRUCTURAL MECHANISM IN THE INDIAN ECONOMY

Infrastructure and network of roads is the most basic requirement for the most advanced operational economy of any country. For effective management of supply chain, balance of timely demand and supply operational needs in the economy, faster public transportation and to reduce the commercial distance between rural areas and urban areas, better road network is essential and crucial.

India's road network has multiplied since 2014, improving connectivity across regions and economic corridors. At 63.73 lakh km, India has the second-largest road network in the world. Length of National highways increased by about 61%, from 91,287 km in FY14 to 1,46,572 km in March 2026. The length of four-lane and above national highways increased from 18,371 km in 2014 to 45,516 km. A total of 3,644 km of access-controlled high-speed corridors/expressways have been operationalized across the country. Initiatives focused on high-speed corridor development, economic node connectivity, and urban decongestion, supported by policies for highways, roads and bypasses.

3. OPPORTUNITIES & STRENGTHS

Over the past decade, India accelerated infrastructure creation across transport, housing, water, energy, logistics, and digital networks. Large-scale investments improved mobility, strengthened service delivery, widened digital access, and supported economic activity across regions. Integrated planning initiatives like PRAGATI, PM GatiShakti, the National Logistics Policy, Sagarmala, PM-WANI, Jal Jeevan Mission and UDAN have shaped the vision of a connected and competitive India. These initiatives have improved competitiveness and supported India's transition towards a modern and integrated economy.

Infrastructure today shapes everyday life and daily experiences across the country. Roads, railways, airports, digital networks, housing, water supply, and clean energy systems have expanded access to essential services. These systems also influenced how people travel, connect digitally, and participate in economic activity. After 2014, infrastructure development has increasingly focused on scale, integration, and long-term capacity creation.

A major shift during this period was the integration of infrastructure planning, as opposed to the earlier practice of fragmented project execution. Public capital expenditure increased from about ₹2 lakh crore in FY2014–15 to ₹12.2 lakh crore in FY2026–27. This reflects sustained focus on long- term infrastructure creation across sectors. Major programmes such as Sagarmala, Bharatmala, PM GatiShakti, PMAY, Jal Jeevan Mission, PM Ujjwala Yojana, and UDAN expanded infrastructure access. These initiatives linked infrastructure growth with household welfare, economic opportunity, and regional development.

Transportation networks serve as the backbone of economic integration. From highways and railways to airports, waterways, and urban transit systems, investments across multiple modes of transport have strengthened connectivity. Together, these networks are creating a more seamless and integrated mobility ecosystem.

4. RISKS & CHALLENGES

Large infrastructure projects require massive investments, creating pressure on public finances and increasing dependence on private capital. Also imperative to note that Delays due to disputes, rehabilitation concerns, and lengthy approval processes increase project costs and timelines. Further, Bureaucratic hurdles, litigation, and coordination problems among multiple agencies often slow project execution. At this juncture, it shall also be reported that extreme weather events, floods, cyclones, and heatwaves pose increasing risks to infrastructure resilience which also affects the timely completion and delivery of project.

Road and highway projects historically accounted for a major share of infrastructure stress in India. Earlier BOT-based concession models often relied on aggressive traffic projections and highly leveraged financing structures that became difficult to sustain.

Although the transition toward Hybrid Annuity Models (HAM) and EPC-based structures has reduced certain categories of project risk, financial stress remains a continuing concern in several operational projects. Key stress triggers continue to include Traffic and revenue underperformance, Construction disputes, Delayed annuity payments, Land acquisition issues, Refinancing pressure, Concession-related dispute etc.

5. MINIMIZING RISKS

Although the challenges and risks in project completion have increased summarily over past few years due to the global supply chain disturbance, continuous changing geo political situation, many war remaining continued over a long period of time affecting the valuation of Indian rupee as currency in global economy, company is focused in policy implementation mode of Indian government. Indian infrastructure is growing on a fast pace and in upcoming years there can be the most high-speed development in the industry which can be sensed from the recent budget of the nation. Therefore, even in the global tensed situation, we are focusing on the infrastructural demands within the country.

Also, our full-fledged team of technical experts at the workshop is responsible for the repairs and maintenance of equipment, ensuring work continues without stoppages or significant labor disruptions. This is supported by our extensive employee welfare scheme, which looks after their health and safety. We have taken contractor's all-risk insurance policies for projects and workmen's compensation policies to protect against losses caused to workmen through accidents. Most of the critical work during the operation period is done by us, with only a minimal portion subcontracted. We always insist on performance guarantees and quality assurance from subcontractors.

6. SEGMENT WISE PERFORMANCE

During the year 2025-26, the Company has only one reportable business segment, i.e. infrastructure development includes "Built Operate and Transfer (BOT) / Hybrid Annuity Projects and its related activities. A segment performance on standalone and consolidated basis is given in the financial statements of the Company.

7. INTERNAL CONTROLS SYSTEMS AND ADEQUACY

The Company maintains a robust internal control framework supported by a comprehensive documentation system for all financial and operational policies and procedures. These controls are designed to ensure accurate financial reporting, optimize operational monitoring, safeguard assets against unauthorized use or loss, and guarantee regulatory compliance. To maximize automation, the Company has digitized all key process controls within the SAP S/4HANA ecosystem. The internal audit function regularly evaluates these IT-enabled controls during its routine process reviews.

The Audit Committee of the Board of Directors actively monitors the adequacy and effectiveness of the internal control systems, recommending enhancements where necessary. This framework is further strengthened by an integrated Management Information System (MIS). The Audit Committee, Statutory Auditors, and respective Business Heads receive periodic updates on internal audit findings and subsequent corrective actions.

Internal audit plays a pivotal role in providing independent assurance to the Board. Significant audit observations and management's remediation plans are regularly presented to the Audit Committee. To preserve objectivity and independence, the Head of Internal Audit reports directly to the Chairman of the Audit Committee.

8. FINANCIAL OVERVIEW

We generate revenues primarily from toll collection, user fee and annuity receipts. The company also provides operation, maintenance, advisory and project management services for our projects. Review of financial performance for the financial year ended 31st March, 2026 are as follows:

(Amount in Millions)

PARTICULARS	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue from Operations	0.00	0.00	7,745.58	1,668.24
Other Income	190.20	116.86	528.40	48.77
Total Revenue	190.20	116.86	8,273.98	1,717.01
Profit Before Taxation	185.86	(1,380.93)	624.02	(138.34)
Less: Tax Expense	(0.08)	0.00	172.99	20.95
Profit/(Loss) for the period after tax and minority interest	185.94	(1,380.93)	451.02	(159.29)
Other comprehensive income	2.27	(0.11)	(11.95)	0
Total comprehensive income (after tax)	**188.21**	**(1,381.04)**	**439.07**	**(159.29**

PARTICULARS	Standalone	
	2025-26	2024-25
Debtors Turnover (days)	-	-
Inventory Turnover	NA	NA
Interest Coverage Ratio	-0.32	-0.27
Current Ratio	0.20	0.24
Debt Equity Ratio*	0.66	0.98
Operating Profit Margin (%)	-	-
Net Profit Margin (%)	-	-
Return on net worth*	2.87%	-22.42%

*As there is Negative Net worth and Loss in Current year and previous year on Consolidated basis, hence ratio is not calculated

9. HUMAN RESOURCE DEVELOPMENT

The company takes immense pride in the commitment, competence, and dedication of its employees across all business areas. It has a structured induction process and management development programs to upgrade the skills of managers. Objective appraisal systems based on key result areas are in place for senior management staff. The company strongly believes that people are its prime assets and continuously implements new initiatives to train and motivate them. It believes in the potential of its people to drive business transformation and success, harnessing this potential by fostering an open and inclusive work culture. This culture enables breakthrough performance and comprehensive development of employees through the three pillars of Leading Self, Leading Teams, and Leading Business. As of March 31, 2026, the company had 34 employees, excluding trainees and contractors' employees.

10. CAUTIONARY STATEMENT

Certain statements made in this report relating to the Company's objectives, projections, outlook, expectations, estimates, among others may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections etc., whether express or implied. Several factors could make a significant difference to the Company's operations. These include climatic conditions, economic conditions affecting demand and supply, government regulations and taxation, natural calamity, currency rate changes, among others over which the Company does not have any direct control.

STANDALONE FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of

Sadbhav Infrastructure Project Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Financial Statements of Sadbhav Infrastructure Project Limited ("the Company"), which comprises of the Standalone Balance sheet as at March 31, 2026, and the Standalone Statement of Profit and Loss (including other comprehensive income), and the Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the matters described in the "Basis for Qualified Opinion" section of our report, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

1. Basis for Qualified Opinion

We draw attention to Note 42 and Note 43 to the accompanying Standalone Financial Statements with respect to investment in (including subordinate debt), and loan & advances to Rohtak Panipat Tollway Private Limited and Rohtak Hissar Tollway Private Limited, subsidiaries of the Company. Both the subsidiaries have issued notice of termination of Concession Agreement to National Highways Authority of India (NHAI) on account of Force Majeure Event as per Concession Agreement. As explained in the said note, the Company has carried out impairment assessment of investment in these subsidiaries considering the expected payment arising out of aforesaid termination and other claims filed with NHAI and based on the above assessment, the management has concluded that no impairment / adjustment to the carrying value of the investments (including subordinate debt) and loan & advances, trade and other receivables aggregating to INR. 8,043.91 million are necessary as at March 31, 2026.

However, we have not been able to corroborate the management's contention of realising the carrying value of investments (including subordinate debt), loans and advances, trade and other receivables related to both subsidiaries aggregating to INR. 8,043.91 million as at March 31, 2026.

Accordingly, we are unable to comment on appropriateness of the carrying value of such investment and loans and advances and their consequential impact on the Standalone Financial Statements and financial position of the Company as at and for the year ended March 31, 2026.

Our audit report dated May 27, 2025 on the Standalone Financial Statements for the year ended March 31, 2025 was also qualified in respect of this matter.

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 Standalone 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on Standalone Financial Statements.

Emphasis of Matter

We draw attention to Note No 48 to the accompanying Standalone Financial Statements, wherein it is stated that balances in the accounts of parties pertaining to trade payables and other incidental balances thereto, are currently under evaluation by the management. Subsequent adjustments, if any, may be necessary upon completion of this evaluation and reconciliation.

Our opinion is not modified in respect of this matter.

Material uncertainty related to going concern

We draw attention to Note no. 47 to the accompanying Standalone Financial Statements, which indicates that, the Company's financial position and financial performance for the year ended March 31, 2026 on account of significant reduction in revenue and substantial losses over period. These events or conditions along with other matters as set forth in the said note indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding these matters are also described in the said note.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matters described in the Basis for Qualified Opinion section and Material Uncertainty Related to Going Concern section of our report, we have determined the matters described below to be key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key audit matters	**Response to Key Audit Matter**
Provision and Contingent Liabilities	
The Company is involved in various legal disputes in respect of tax matters and claims from various parties, the outcomes of which are uncertain and may result in significant liabilities. Assessing the risks related to these litigations involves complex assumptions and requires significant judgment, particularly in evaluating uncertainties around the likely outcome of the proceedings and the adequacy of related disclosures in the Standalone Financial Statements. Given the level of judgment involved, the potential material impact of such litigations, and the complexity of the assessment process, this matter has been identified as a key audit matter in our audit. Refer Note No. 35 of the standalone financial statements	Our audit procedures to address this key audit matter included, but were not limited to the following: • Evaluated the processes and relevant controls established by the Company for identifying legal, tax litigations, and pending proceedings. • Assessed the assumptions used by the Company's legal and tax departments in evaluating potential legal and tax risks, considering legal precedents and rulings in similar matters. • Held inquiries with the Company's legal and tax departments on the status of significant disputes and inspected supporting documentation. • Reviewed the adequacy and appropriateness of disclosures relating to these matters in the notes to the Standalone Financial Statements. • Considered the requirements of Ind AS 37 to assess whether provisions or contingent liabilities were correctly recognized or disclosed. Reviewed the adequacy and appropriateness of disclosures relating to these matters in the notes to the Standalone Financial Statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon. The other information report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Board of Directors' for the Standalone Financial Statements

The accompanying Standalone Financial Statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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 implementation and maintenance of 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 these standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether these Standalone 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 SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone 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 system 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 management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

a. We have sought and for except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. Except for the matter described in the Basis for Qualified Opinion paragraph and paragraph (vi) below on reporting under Rule 11 (g), 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 Standalone Balance Sheet, the Standalone Statement of Profit and Loss including the Other Comprehensive income, the Standalone Statement of Cash Flow and Standalone Statement of Changes Equity 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 Qualified Opinion paragraph above, in our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended;

e. In our opinion, the matters described in the Basis for Qualified Opinion paragraph above and the going concern matter described in Material Uncertainty Related to Going Concern paragraph above, 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 as at March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as at March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

g. The qualifications relating to the maintenance of accounts and other matters connected therewith are as stated in Basis of Qualified Opinion paragraph above, paragraph (b) above on reporting under Section 143(3)(b) and paragraph (vi) below on reporting under Rule 11(g).

h. With respect to the adequacy and the operative effectiveness of the internal financial controls with reference to the Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses a qualified opinion on the operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.

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

   i. the Company has disclosed the impact, wherever necessary, of pending litigations on its financial position in its Standalone Financial Statements; Refer Note No. 35 to the Standalone Financial Statements;

ii. the Company did not have any long-term contracts including derivative contracts for which there were material foreseeable losses;

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 March 31, 2026.

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 entity ("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 ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement;

v. The Company has not declared or paid any dividend in the year and hence the reporting requirement for compliance with Section 123 of the Act is not applicable.

vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. However, the audit trail feature is not available for certain direct changes to data when using certain access rights and at the database level for the accounting software, as described in Note No. 50 to the Standalone Financial Statements.

Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with in respect of the accounting software. The audit trail has been preserved by the Company in accordance with the statutory requirements for record retention. However, audit trail logs relating to direct changes made at the database level were not available, as the accounting software does not maintain such logs.

2. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure B, a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

3. In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Company to its directors in accordance with provisions of section 197 read with Schedule V of the Act.

For S G D G & Associates LLP
Chartered Accountants
Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No.: 143236
UDIN: 26143236TNPZWE7629

Place: Ahmedabad
Date: May 27, 2026

Annexure - 'A' to the Independent Auditor's Report of Even Date on the Standalone Financial Statements of Sadbhav Infrastructure Project Limited

(Referred to in paragraph 1(h) under "Report on Other legal and Regulatory Requirements" section of our report the member of Sadbhav Infrastructure Project Limited of even date)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to Standalone Financial Statements of Sadbhav Infrastructure Project Limited ("the Company") as at March 31, 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Responsibilities of Management and Board of Directors' for Internal Financial Controls

The Company's management and Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to Standalone 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). 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 its business, including adherence to 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.

Auditors' Responsibility for the Audit of Internal Financial Controls with reference to Standalone Financial Statements

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by ICAI prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements and the Guidance Note issued by 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 Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, 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 judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system with reference to these Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to the Standalone Financial Statements

A Company's internal financial control with reference to the Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Standalone Financial Statements includes 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 the Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone 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 Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses has been identified in the operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements as at March 31, 2026:

- The Company's internal financial controls with reference to Standalone Financial Statements as at March 31, 2026 as regards evaluation of uncertainty for realizing the carrying value of investments (including sub ordinate debt), loan and other receivables as explained in Note 42 & Note 43 to the Standalone Financial Statements were not operating effectively which could potentially lead to not providing adjustments, if any, that may be required to the carrying values of investments (including sub-debt), loan and other receivables from such subsidiaries and its consequential impact on the earnings, other equity and related disclosures in the Standalone Financial Statements.

- There are material weaknesses in operating effectiveness over system processing invoices and obtaining balance confirmation from vendors and processing of journal entries into accounting software due to absence of maker checker mechanism which could result into possible adjustments of transactions / balances.

A ‘material weakness’ is a deficiency, or a combination of deficiencies, in internal financial control with reference to the Standalone Financial Statements, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim Standalone Financial Statements will not be prevented or detected on a timely basis.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Standalone Financial Statements as at March 31, 2026, based on the internal control with reference to the Standalone Financial Statements considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the ICAI and except for the effects/possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company’s internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2026.

For S G D G & Associates LLP
Chartered Accountants
Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No.: 143236
UDIN: 26143236TNPZWE7629

Place: Ahmedabad
Date: May 27, 2026

(Referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our report the members of Sadbhav Infrastructure Project Limited of even date)

Report on the Companies (Auditor' Report) Order, 2020, issued in terms of section 143 (11) of the Companies Act, 2013('the Act') of Sadbhav Infrastructure Project Limited ('the Company')

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

(i) a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not hold any intangible assets as at the balance sheet date. Accordingly, the provisions of clause 3(i)(a)(B) of the Order are not applicable

b. The Company has a program of physical verification of its Property, Plant and Equipment. In accordance with this program, Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c. Title deeds of immovable property disclosed in the Standalone Financial Statements included in investment property are held in the name of the Company as at the balance sheet date.

d. The Company has not revalued any of its Property, Plant and Equipment during the year.

e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) a. The Company had no inventory during and at the year end. Therefore, the reporting requirements of paragraph 3(ii) of the Order are not applicable.

b. During any point of time of the year, the Company has not been sanctioned working capital limits in excess of INR. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. Hence the reporting requirements of paragraph 3(ii)(b) of the Order is not applicable.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties during the year. Accordingly, the reporting requirements under clause 3(iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act, with respect to the loans granted, investments made and guarantees and securities provided, as applicable.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits (including deemed deposits) from the public within the meaning of provisions of sections 73 to 76 of the Act and the rules framed there under and hence reporting under clause (v) of paragraph 3 of the Order is not applicable. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.

(vi) The Central Government has prescribed maintenance of cost records under section 148(1) of the Act. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.

(vii) a. Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, have not been regularly deposited with the appropriate authorities during the year.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable were in arrears as at March 31, 2026 for a period of more than six months from the, date they became except tax deducted at source amounting to INR. 2.25 Million and goods and service tax amounting to INR. 23.78 million.

b. Details of statutory dues referred to in sub-clause (a) above which have not been deposited as at March 31, 2026 on account of disputes are given below:

Name of the Statue	Nature of the Dues	Period to which the amount relates	Forum where Dispute is pending	Amount (INR. in million)
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2018-2019	Deputy Commissioner of Maharashtra State Tax.	8.14
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2017-2018	Deputy Commissioner of Maharashtra State Tax & Appellate Tribunal	21.68
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2018-2019	Additional Commissioner of Rajasthan State Tax.	67.31
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2019-2020	Deputy Commissioner of Rajasthan State Tax.	36.93
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2020-2021	Deputy Commissioner of Rajasthan State Tax.	38.28

Name of the Statue	Nature of the Dues	Period to which the amount relates	Forum where Dispute is pending	Amount (INR. in million)
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2021-2022	Deputy Commissioner of Rajasthan State Tax.	17.52
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2022-2023	Deputy Commissioner of Rajasthan State Tax.	22.24
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2023-2024	Deputy Commissioner of Rajasthan State Tax.	0.81
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2021-2022	Joint Commissioner of Rajasthan State Tax	0.50
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2018-2019	Deputy Commissioner of Uttarakhand State Tax.	2.60
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2018-2019	Deputy Commissioner of Maharashtra State Tax.	2.88
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2018-2019	Joint Commissioner of Rajasthan State Tax.	0.53
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2019-2020	Deputy Commissioner of Rajasthan State Tax.	4.62
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2017-2018	Excise and Taxation Officer Haryana	5.01
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2019-2020	Deputy Commissioner of Madhya Pradesh State Tax.	0.95
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2021-2022	Deputy Commissioner of Maharashtra State Tax.	1.63
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2017-2018	Additional Commissioner of Gujarat State Tax.	80.40
Goods and Service Tax Act, 2017	Goods & Service Tax	P.Y. 2018-2019	Additional Commissioner of Gujarat State Tax.	205.11

(viii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not surrendered or disclosed previously undisclosed transactions as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, clause 3(viii) of the Order is not applicable to the Company.

(ix) a. During the year; the Company has defaulted in repayment of non-convertible debentures (NCD) Series B details of which is mentioned below:

Name of Lender	Amount not paid on due date (INR in Million)	Whether principal or interest	No of days till this audit report	Remarks
Catalyst Trusteeship Limited (herein referred to as "Financial Creditor")	1,218.60	Principal	307	Refer Note (i) below
	51.08	Interest	307	
	133.80	Principal	217	
	116.20	Interest	217	
	27.60	Principal	154	
	22.40	Interest	154	

Note:

i. Pursuant to the Debenture Trust Deed, each original Debenture Holder had the right to exercise Directed Redemption, pursuant to which the Financial Creditor called upon the Company to redeem or purchase the Series B Non-Convertible Debentures (NCDs) in full within five days of the Directed Redemption Notice. Upon the Company's failure to comply with the said notice, the Financial Creditor issued an Event of Default Notice dated July 4, 2025, notifying the Company that an Event of Default had occurred. As per the terms agreed between the parties, in the event the Series B NCDs were not redeemed or repaid by May 28, 2025, the Company would be liable to pay interest at the rate of 17% per annum on the outstanding amount until the date of actual redemption or repayment.

Refer Note No. 35 (I) (B) (v) to the standalone financial statements.

b. The Company has not been declared willful defaulter by any bank or financial institution or other lender.

c. The Company has not taken any term loans during the year. Hence the reporting requirement of paragraph 3(ix)(c) of the Order are not applicable.

d. On an overall examination of the Standalone Financial Statements of the Company, funds raised on short-term basis amounting to INR. 2,662.52 Million have been used during the year for long-term purposes by the Company.

e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act. The Company does not hold any investment in associate and any joint venture (as defined under the Act) during the year ended March 31, 2026.

f. The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies

(x) a. The Company has not raised any money by way of initial public offer or further public offer during the year. Hence the reporting requirements of paragraph 3(x)(a) of the Order are not applicable.

b. The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence the reporting requirements of paragraph 3(x)(b) of the order are not applicable.

(xi) a. Based on examination of the books and records of the Company and according to the information and explanations given to us, we report that no fraud by the Company or on the Company has been noticed or reported during the year.

b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

c. As represented by the management, there are no whistle blower complaints received by the Company during the year.

(xii) In our opinion the Company is not a Nidhi Company. Therefore, the reporting requirement of Clause 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, all the transactions with related parties are in compliance with Sections 177 and 188 of the Act where applicable and also the details which have been disclosed in the Financial Statements are in accordance with the applicable Indian Accounting Standards.

(xiv) a. In our opinion the Company has an internal audit system which is commensurate with the size and nature of its business.

b. We have obtained and reviewed the internal audit reports issued to the Company during the year. However, such reports have not been relied upon in determining the nature, timing and extent of our audit procedures

(xv) The Company has not entered into non-cash transactions with directors or persons connected with its directors and hence the provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) a. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b. In our opinion, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has incurred cash losses amounting to INR. 490.19 Million during the Financial Year and INR. 384.32 Million in the immediately preceding financial year.

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

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements and our knowledge of the Board of Directors and management plans (refer note no 49 to the Standalone Financial Statements) and based on our examination of the evidence supporting the assumptions, there exist material uncertainty as on the date of the audit report indicating that the 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 further viability of the Company and 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. (Attention is invited to Note No. 47 to the standalone financial statement and material uncertainty related to going concern paragraph in the main Audit Report)

(xx) The Company has met the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act; hence reporting under clause 3(xx)(a) & (b) of the Order is not required.

For S G D G & Associates LLP
Chartered Accountants
Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No.: 143236
UDIN: 26143236TNPZWE7629

Place: Ahmedabad
Date: May 27, 2026

Standalone Balance Sheet as at March 31, 2026

(INR in Million)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
1 Non-current Assets			
(a) Property, plant and equipment	5	0.40	0.58
(b) Investment property	6	2.88	2.88
(c) Financial Assets			
(i) Investments	7	9,144.43	10,686.11
(ii) Loans	8	1.43	2.06
(d) Other Non Current Assets	12	12.65	4.62
Total Non-current Assets - A		**9,161.79**	**10,696.25**
2 Current Assets			
(a) Financial Assets			
(i) Trade receivables	10	57.29	252.45
(ii) Cash and cash equivalents	11	27.16	31.97
(iii) Bank balances other than (ii) above	11	24.87	22.70
(iv) Loans	8	51.49	175.97
(v) Other Financial Assets	9	469.75	540.43
(b) Current Tax Assets	13	11.18	11.26
(c) Other Current Assets	12	173.19	233.44
Total Current Assets - B		**814.93**	**1,268.22**
Assets held for sale - C	**46**	**1,307.23**	**1,307.23**
Total Assets (A+B+C)		**11,283.95**	**13,271.70**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	14	3,522.25	3,522.25
(b) Other Equity	15	3,035.20	2,637.44
Total Equity - A		**6,557.45**	**6,159.69**
LIABILITIES			
1 Non-current Liabilities			
(a) Financial liabilities			
Borrowings	16	591.48	1,911.99
(b) Provisions	17	6.96	7.72
Total Non-current liabilities - B		**598.44**	**1,919.71**
2 Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	18	3,068.14	4,114.97
(ii) Trade payables	19		
- Total outstanding dues of micro and small enterprises		13.10	12.20
- Total outstanding dues of creditors other than micro and small enterprises		104.86	182.27
(iii) Other financial liabilities	20	908.08	834.57
(b) Other current liabilities	21	31.06	40.19
(c) Provisions	17	2.82	8.09
Total Current liabilities - C		**4,128.06**	**5,192.30**
Total Equity and Liabilities (A+B+C)		**11,283.95**	**13,271.70**
Material Accounting Policies	1 to 4		
The accompanying notes are an integral part of the Standalone Financial Statements As per our report of even date	5 to 54		

As per our report of even date

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No. 143236

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Shashin Patel
Executive Chairman and Whole Time Director
DIN: 00048328

Kedar Pandya
Company Secretary
M.No.: A75764

Kaivan K. Vora
Chief Financial Officer
DIN: 11158929

Date: May 27, 2026
Place: Ahmedabad

Statement of Standalone Profit and Loss for the year ended March 31, 2026

(INR in Million)

	Particulars	Note No.	Year ended March 31, 2026	Year ended March 31, 2025
INCOME				
I	Revenue from operations	33	-	-
II	Other income	22	190.20	116.86
III	**Total Income (I + II)**		**190.20**	**116.86**
	EXPENSES			
	a Sub-contractors charges	23	-	25.86
	b Employee benefits expenses	24	66.06	81.06
	c Finance cost	25	734.03	704.17
	d Depreciation	5	0.10	0.18
	e Other expenses	26	358.31	197.81
IV	**Total expenses**		**1,158.50**	**1,009.08**
V	(Loss) before exceptional item and tax (III - IV)		(968.30)	(892.22)
VI	Exceptional Items	41	1,154.16	(488.69)
VII	**Profit /(Loss) before tax (V+VI)**		**185.86**	**(1,380.91)**
VIII	Tax expenses	27		
	1 Current tax		-	-
	2 Deferred tax		-	-
	3 Adjustment of tax relating to earlier years		(0.08)	-
	Total tax expenses		**(0.08)**	**-**
IX	Profit /(Loss) for the year (VII-VIII)		185.94	(1,380.91)
X	Other Comprehensive income/(Loss)			
	Items that will not be reclassified to profit or loss in subsequent periods			
	Re-measurements gain/(Loss) on defined benefit plans	30	2.27	(0.11)
	Other Comprehensive Income/(Loss) for the year		2.27	(0.11)
XI	**Total Comprehensive Income/(Loss) for the year, net of tax (IX+X)**		**188.21**	**(1,381.02)**
	Earning per share [Face Value of share INR 10/- (March 31, 2025 - INR 10/-)]			
	Basic and Diluted (in INR)	29	0.53	(3.92)
	Material Accounting Policies	1 to 4		
	The accompanying notes are an integral part of the Standalone Financial Statements	5 to 54		

As per our report of even date

For S G D G & ASSOCIATES LLP
Chartered Accountants
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Statement of Standalone Cash Flows *for the year ended March 31, 2026*

A Equity Share Capital

Equity shares of INR 10 each issued, subscribed and fully paid (note 14)	Nos.	INR in Million
As at April 01, 2024	**35,22,25,216**	**3,522.25**
Changes in the equity share capital during the year due to prior period errors	-	-
Restated Balance at the the beginning of the year	35,22,25,216	3,522.25
Changes in the equity share capital during the year	-	-
As at March 31, 2025	**35,22,25,216**	**3,522.25**
As at April 01, 2025	**35,22,25,216**	**3,522.25**
Changes in the equity share capital during the year due to prior period errors	-	-
Restated Balance at the beginning of the year	35,22,25,216	3,522.25
Changes in the equity share capital during the year	-	-
As at March 31, 2026	**35,22,25,216**	**3,522.25**

B Other Equity (INR in Million)

Particulars	Equity Component of Compound Financial Instruments (note 15)	Reserves and Surplus			Other Comprehensive Income	Total
		Securities Premium (note 15)	General Reserves (note 15)	Retained Earning (note 15)		
As at April 01, 2024	**532.22**	**9,039.27**	**1,154.67**	**(7,126.16)**	**(4.49)**	**3,595.51**
Addition during the year	422.95					422.95
(Loss) for the year	-	-	-	(1,380.91)	-	(1,380.91)
Other Comprehensive Income for the year						
Re-measurements gain on defined benefit plans	-	-	-	-	(0.11)	(0.11)
Total comprehensive Income/(Loss) for the year	**955.17**	**9,039.27**	**1,154.67**	**(8,507.07)**	**(4.60)**	**2,637.44**
As at March 31, 2025	**955.17**	**9,039.27**	**1,154.67**	**(8,507.07)**	**(4.60)**	**2637.44**
As at April 01, 2025	**955.17**	**9,039.27**	**1,154.67**	**(8,507.07)**	**(4.60)**	**2637.44**
Addition during the year	**209.55**					**209.55**
Profit for the year	-	-	-	185.94		185.94
Other comprehensive Income/(Loss) for the year						
Re-measurements gain on defined benefit plans	-	-	-		2.27	2.27
Total comprehensive Income/(Loss) for the year	**1,164.72**	**9,039.27**	**1,154.67**	**(8,321.13)**	**(2.33)**	**3,035.20**
As at March 31, 2026	**1,164.72**	**9,039.27**	**1,154.67**	**(8,321.13)**	**(2.33)**	**3,035.20**

The accompanying notes are an integral part of the Standalone Financial Statements

As per our report of even date

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

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Partner
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Shashin Patel
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Company Secretary
M.No.: A75764

Kaivan K. Vora
Chief Financial Officer
DIN: 11158929

Date: May 27, 2026
Place: Ahmedabad

Standalone Statement of Changes in Equity for the year ended March 31, 2026

(INR in Million)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(A) Cash Flows From Operating Activities			
Profit /(Loss) before tax		**185.86**	**(1,380.92)**
Adjustment to reconcile profit before tax to net cash flows:			
Depreciation expenses		0.10	0.18
Interest and other borrowing cost		506.30	542.25
Unwinding of Interest on Unsecured Loan from related party		227.73	161.92
Liabilities no longer required written back		(76.52)	(1.38)
Exceptional items		(1,154.16)	488.69
Interest Income		(112.53)	(112.57)
Allowances for the Expected Credit Loss		84.97	-
Unrealised Loss in the value of investment		0.05	-
Balances written off		241.71	108.47
Loss on sale of Assets		0.08	-
Dividend Income		(0.53)	(0.60)
Operating (loss) before working capital changes		**(96.95)**	**(193.96)**
Adjustments for changes in Working Capital:			
(Increase) / Decrease in other financial assets		169.04	(46.51)
(Increase) in other assets		(189.49)	(113.93)
Decrease in trade receivables		110.20	127.60
Increase / (Decrease) in other financial liabilities		152.82	(359.27)
(Decrease) in other liabilities and provisions		(12.89)	(871.89)
(Decrease) in trade payables		0.01	(110.18)
Cash flows generated from operations		**132.72**	**(1,568.14)**
Direct taxes paid		0.16	8.65
Net cash flows generated from/ (used in) operating activities	**(A)**	**132.88**	**(1,559.49)**
(B) Cash Flows From Investing Activities			
Long term loan given received back		0.63	0.86
Sub-ordinate debt received back from subsidiaries		279.28	1,708.98
Short term loan given received back		124.48	2.82
Redemption / (Investments) of bank deposits (Net)		(2.17)	23.19
Interest received		14.16	111.89
Dividend received		0.53	0.60
Net cash flows generated from investing activities	**(B)**	**416.92**	**1,848.34**
(C) Cash Flows From Financing Activities			
Repayment of non-current borrowings		(161.20)	(1,917.63)
Proceeds from non current borrowings- Related parties		-	1,984.22
Repayment of current borrowings -Related parties		(1,023.58)	(1,765.45)
Proceeds from current borrowings- Related parties		1,215.79	1,975.00
Interest and other borrowing cost paid		(585.61)	(703.03)
Net cash (used in) financing activities	**(C)**	**(554.61)**	**(426.89)**
Net (decrease) in cash and cash equivalents	**(A + B + C)**	**(4.81)**	**(138.04)**
Cash and cash equivalents at beginning of the year		31.97	170.01
Cash and cash equivalents at end of the year		**27.16**	**31.97**

Notes:

(INR in Million)

1	**Components of Cash and Cash Equivalents**	**As at March 31, 2026**	**As at March 31, 2025**
	Cash on hand (Refer note 2 below)	0.00	0.00
	Balance with banks:		
	In current accounts	27.05	31.86
	In current accounts - unpaid share application refund money and unclaimed dividend	0.11	0.11
	Cash and cash equivalents at the end of the year	**27.16**	**31.97**

2 Cash on hand as on March 31, 2026 INR 63/- (March 31, 2025 INR 2,163/-) is below rounding off norms adopted by the Company.

Cash Flow Statement *for the year ended March 31, 2026*

3 Balances with banks include balance of INR 0.85 million as on March 31, 2026 (March 31, 2025 INR 0.85 million) lying in the Escrow Accounts, as per terms of borrowings with the lenders.

4 The cash flows statement has been prepared under indirect method as per Indian Accounting Standard -7 "Cash Flow Statement".

5 **Changes in liabilities arising from financing activities** (INR in Million)

	April 1, 2025	**Net Cash flows**	**Change in fair value**	**Others**	**March 31, 2026**
Non-current borrowings	1,911.99	(161.20)	-	(1,159.31)	591.48
Current borrowings	4,114.97	192.21	-	(1,239.05)	3,068.13
Interest accrued	809.60	(585.61)	-	679.92	903.91
Total	**6,836.56**	**(554.61)**	**-**	**(1,718.44)**	**4,563.52**
	April 1, 2024	**Net Cash flows**	**Change in fair value**	**Others**	**March 31, 2025**
Non-current borrowings (including current maturities)	3,385.97	66.62	-	(1,540.60)	1,911.99
Current borrowings	2,364.85	209.55	-	1,540.58	4,114.98
Interest accrued	1,689.09	(201.87)	-	(677.63)	809.59
Total	**7,439.91**	**74.29**	**-**	**(677.65)**	**6,836.56**

* Represent interest accured during the year

Figures in brackets represents cash outflows.

The accompanying notes are an integral part of the Standalone Financial Statements

As per our report of even date

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Company Secretary
M.No.: A75764

Kaivan K. Vora
Chief Financial Officer
DIN: 11158929

Date: May 27, 2026
Place: Ahmedabad

1. Company information:

Sadbhav Infrastructure Project Limited (the "Company or SIPL") is a public Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the Company is located at "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380 006.

The Company is engaged in development, construction as well as operation & maintenance of infrastructure projects and related consulting and advisory services. The Company undertakes infrastructure development projects directly or indirectly through Special Purpose Vehicles (SPVs) as per the concession agreements. The Company is a subsidiary of Sadbhav Engineering Limited ("SEL"), a listed Company, engaged in providing engineering, procurement and construction services ("EPC") in the road and other infrastructure projects.

The Standalone Ind AS Financial Statements for the year ended March 31, 2026 were approved for issue in accordance with a resolution of the board of directors at the meeting held on May 27, 2026.

2. Basis of preparation:

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act 2013, (Ind AS compliant Schedule III), as applicable to Standalone Financial Statements.

These Standalone Financial Statements have been prepared on a historical cost convention and on an accrual basis, except for the followings assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The Standalone Financial Statements are presented in INR and all values are rounded to the nearest million (INR 000,000), except when otherwise indicated.

3. Summary of material accounting policies

The following are the material accounting policies applied by the Company in preparing its Standalone Financial Statements:

3.1 Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- Held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

3.2 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost comprises the purchase price, borrowing costs if the recognition criteria are met and directly attributable cost of bringing the assets to its working condition for its intended use.

All other expenses on existing property plant and equipment, including day-to-day repair and maintenance expenditure are charged to the Standalone Statement of profit and loss for the period during which such expenses are incurred.

Derecognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Standalone Statement of Profit and Loss when the asset is de-recognized.

Depreciation

Depreciation on property, plant and equipment is provided on the written down value method basis over useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

The estimated useful lives, residual values and depreciation method of property, plant and equipment are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3.3 Impairment – Non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. The recoverable amount is determined for an individual asset which is based on the discounting of estimated future cash flows 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. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the Standalone Statement of profit and loss.

The Company bases its impairment calculation on detailed budgets and forecasts calculation (DCF method). These budgets and forecasts calculations generally covering a period of the concession agreements using long terms growth rates applied to future cash flows.

3.4 Revenue from contract with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The specific recognition criteria described below must also be met before revenue is recognized. The Company has concluded that it is principal in its revenue arrangements because its typically controls goods or services before transferring them to the customer.

Construction services

Revenue from construction services is recognized over a period as the customer simultaneously receives and consumes the benefits provided by the Company and measure revenue based on input method i.e. revenue recognized on the basis of cost incurred to satisfaction of a performance obligation relative to the total expected cost to the satisfaction of that performance obligation. If the outcome of a performance obligation satisfied over time cannot be reasonably measured, revenue is calculated using the zero-profit method in the amount of the contract costs incurred and probably recoverable.

The total costs of contracts are estimated based on technical and other estimates. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. Contract revenue earned in excess of billing is reflected under as "contract asset" and billing in excess of contract revenue is reflected under "contract liabilities".

Operation and Maintenance and Project management services:

Revenue from Operation and Maintenance and Project management services are recognized pro-rata over the period of the contract as and when services are rendered. Goods and Service tax collected on behalf of the government is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

Contract Balances:

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade Receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

3.5 Other Income

Interest

Interest income primarily comprise of interest from deposit with bank. Interest Income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

3.6 Investment Property

Investment Property is measured initially at cost including related transaction costs. Such cost comprises the purchase price, borrowing cost if capitalization criteria are met. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. All day-to-day repair and maintenance expenditure are charged to the Standalone Statement of profit and loss for the period during which such expenses are incurred.

An Investment property is derecognised either when it has been disposed of or when it has been permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

Transfers are made to (or from) investment property only when there is a change in use.

3.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the year they occur. Borrowing cost consist of interest and other costs that Company incurs in connection with the borrowing of funds as defined in Indian Accounting Standard 23 – Borrowing Cost.

3.8 Investment in subsidiaries

Investments in subsidiaries are recognized at cost as per Ind AS 27. If there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in a subsidiary (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated, then it is necessary to recognize impairment loss with respect to the Company's investment in a subsidiary.

3.9 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

i.) Initial recognition and measurement of financial assets

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets that are not at fair value through profit or loss are added to the fair value on initial recognition.

ii.) Subsequent measurement of financial assets

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

- Financial assets at amortized cost
- Financial assets at fair value through profit or loss
- **Financial assets at amortized cost**

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

- **Debt instruments at amortized cost**

A 'debt instrument' is measured at the amortized cost if both the above conditions mentioned in "Financial assets at amortized cost" are met. 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 profit or loss.

- **Perpetual securities**

The Company invests in perpetual securities (sub ordinated debt), without coupon and redeemable at the issuer's option. The Company classifies this instrument as equity under Ind AS 32.

- **Financial assets at fair value through profit or loss:**

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

iii.) De-recognition of financial assets

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

iv.) Impairment of financial assets

The Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables and
- Other receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the economic environment.

b) Financial Liabilities

i.) Initial recognition and measurement of financial liabilities

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

All financial liabilities are recognized initially at fair value in case of loan and borrowings and payable, fair value is reduced by directly attributable transaction costs.

ii.) Subsequent measurement of financial liabilities

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost

- **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses on changes in fair value of such liability are recognized in the Standalone Statement of Profit and Loss.

- **Financial liabilities at amortised cost**

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortised 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 as finance costs in the Standalone Statement of Profit and Loss. This category generally applies to borrowings.

- **Compound financial instruments**

Compound financial instruments are separated into liability and equity components based on the terms of the contract. At inception, the fair value of the liability component is determined using a market rate. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on redemption.

iii.) Derecognition of financial liabilities

A financial liability (or a part of a financial liability) is derecognized from its balance sheet when the obligation specified in the contract is discharged or cancelled or expired.

When an existing financial liability is replaced by another liability 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 amount is recognized in the Standalone Statement of Profit and Loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if the Company currently has 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.

3.10 Fair Value Measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Standalone Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market price in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the Standalone Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable on yearly basis.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

3.11 Employee Benefits

a) Short Term Employee Benefits

All employee benefits payable are expected to be settled wholly within 12 months after the end of the reporting period are classified as short-term benefits. Such benefits include salaries, wages, bonus, short term compensation etc. and the same are recognized as an expense in the Standalone Statement of Profit and Loss in the period in which the employee renders the related services.

b) Post-Employment Benefits

(i) Defined contribution plan

The Company's approved provident fund scheme is defined contribution plans. The Company has no obligation, other than the contribution paid/payable under such schemes. The contribution paid/payable under the schemes is recognized and charged to Standalone Statement of Profit and Loss during the period in which the employee renders the related service.

(ii) Defined benefit plan

The employee's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Standalone Statement of Profit and Loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the Standalone Statement of Profit and Loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

c) Other Employment benefits

The employee's compensated absences, which is expected to be utilized or encashed within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave are expected to be carried forward beyond 12 months from the reporting date.

3.12 Income tax

Income tax expense comprises current tax and deferred tax.

Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current income tax is recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the balance sheet approach. Deferred tax is recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences except when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, unused tax losses and the carry forward of unused tax credits can be utilized except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

3.13 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Standalone Statement of Profit and Loss net of any reimbursement, if any.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provision are reviewed at each balance sheet and adjusted to reflect the current best estimates.

3.14 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Standalone Financial Statements. Contingent liabilities are reviewed at each balance sheet date.

3.15 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. For the purpose of the Standalone Statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered as integral part of the Company's cash management.

3.16 Earnings per share

Basic earnings per share is calculated by dividing the profit / loss for the year attributable to equity holders of the Company by the weighted average number of shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit / loss attributable to equity holders by the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.17 Segment reporting

Based on management approach as defined in Indian Accounting Standard 108 – Operating Segment, Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker for evaluation of Company's performance.

3.18 Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset excluding finance costs and income tax expense.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

3.19 Exceptional Items

When items of income and expense within statement of profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

4. A.) Significant accounting judgments, estimates and assumptions

The preparation of the Company's Standalone Financial Statements requires management to make estimates, judgments and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosure, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Standalone Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of Investments

The Company reviews its carrying value of its investments carried at cost annually, or more frequently when there is indication for impairments. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Taxes

Deferred tax assets are recognized for unused tax credits to the extent that it is probable that taxable profit will be available against which the credits can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Revenue from contract with customers

The Company uses the input method for recognizing construction revenue. Use of the input method require the Company to estimate the efforts or costs expended to the date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion of performance obligation as there is a direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted performance obligation are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. Due to technical complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

B.) Recent Accounting Pronouncements

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.

i) **Amendments to Ind AS 21 - Lack of exchangeability:**

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify 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 require 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.

The amendments are effective for annual reporting periods beginning on or after 1st April 2025.

The amendments do not have any impact on the Company's standalone Financial Statements.

ii) **Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants:**

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

In addition, a requirement has been introduced to require disclosure 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. If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees— after the reporting period but before the Financial Statements are approved for issue— not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after April 01, 2025 retrospectively in accordance with Ind AS 8.

The amendments do not have any impact on the Company's Standalone Financial Statements.

iii) **Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements:**

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of Financial Statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments do not have any impact on the Company's Standalone Financial Statements.

iv) **International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12:**

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the Financial Statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after April 01, 2025, but not for any interim periods ending on or before March 31, 2026.

The amendments do not have any impact on the Company's Standalone Financial Statements.

5. Property, Plant and Equipment

(INR in Million)

Particulars	Office Equipments	Computers	Machineries	Vehicle	Total
Gross Block					
As at April 01, 2024	**1.34**	**1.51**	**3.47**	**0.26**	**6.58**
Addition	-	-	-	-	-
Disposal / adjustment	-	-	-	-	-
As at March 31, 2025	**1.34**	**1.51**	**3.47**	**0.26**	**6.58**
Addition	-	-	-	-	-
Disposal / adjustment	-	(0.08)	-	-	(0.08)
As at March 31, 2026	**1.34**	**1.43**	**3.47**	**0.26**	**6.50**
Accumulated Depreciation					
As at April 01, 2024	**1.00**	**1.32**	**3.25**	**0.25**	**5.82**
Charge for the year	0.15	0.01	0.02	-	0.18
On disposal / adjustment	-	-	-	-	-
As at March 31, 2025	**1.15**	**1.33**	**3.27**	**0.25**	**6.00**
Charge for the year	0.08	-	0.01	-	0.10
On disposal / adjustment	-	-		-	-
As at March 31, 2026	**1.23**	**1.33**	**3.28**	**0.25**	**6.10**
Net Block					
As at March 31, 2025	**0.19**	**0.18**	**0.20**	**0.01**	**0.58**
As at March 31, 2026	**0.10**	**0.10**	**0.19**	**0.01**	**0.40**

Notes:

1. Property, Plant and Equipments have been pledged / hypothecated against Secured borrowings in order to fulfill the collateral requirement for the Lenders.(refer note 16)
2. The Company has not done revaluation of PPE during the year.

6. Investment Property

(INR in Million)

Particulars	Freehold Land	Total
At cost		
As at April 01, 2024	**2.88**	**2.88**
Addition	-	-
Disposal / adjustment	-	-
As at March 31, 2025	**2.88**	**2.88**
Addition	-	-
Disposal / adjustment	-	-
As at March 31, 2026	**2.88**	**2.88**
Accumulated Depreciation		
As at April 01, 2024	**-**	**-**
Charge for the year	-	-
On disposal / adjustment	-	-
As at March 31, 2025	**-**	**-**
Charge for the year	-	-
On disposal / adjustment	-	-
As at March 31, 2026	**-**	**-**
Net Amount		
As at March 31, 2025	**2.88**	**2.88**
As at March 31, 2026	**2.88**	**2.88**

Notes:

1. There is no income arising from above investment properties. Further, the Company has not incurred any expenditure for above property.
2. The Company has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.
3. The title deed of immovable property is held in the name of the Company.
4. The fair value disclosure for investment property is not given as the property is acquired specifically for offering as security for non-current borrowings and based on the information available with the management that there are no material development in the area where land is situated and accordingly, management believes that there is no material difference in fair value and carrying value of property.
5. Since the property is in the form of Land, no depreciation is calculated

7. Non-current Investments

(INR in Million)

		As at March 31, 2026 (Audited)	As at March 31, 2025
(a)	**Investments in equity instruments (unquoted, valued at cost)**		
	Investments in subsidaries companies		
	1,04,60,000 (March 31, 2025: 1,04,60,000) fully paid up equity shares of INR 10 each in Ahmedabad Ring Road Infrastructure Limited (ARRIL)	1,036.80	1,036.80
	21,86,445 (March 31, 2025: 21,86,445) fully paid up equity shares of INR 10 each in Rohtak Panipat Tollway Private Limited (RPTPL) (refer note 42)	217.74	217.74
	25,315 (March 31, 2025: 25,315) fully paid up equity shares of INR 10 each in Maharashtra Border Check Post Network Limited (MBCPNL)	258.94	258.94
	1,07,68,000 (March 31, 2025: 1,07,68,000) fully paid up equity shares of INR 10 each in Rohtak-Hissar Tollway Private Limited (RHTPL) (refer note 43)	107.68	107.68
	1,000,000 (March 31, 2025: 1,000,000) fully paid up equity shares of INR 10 each in Sadbhav Nainital Highway Limited (SNHL) (refer note 41.1)	10.00	10.00
	1,000,000 (March 31, 2025: 1,000,000) fully paid up equity shares of INR 10 each in Sadbhav Rudrapur Highway Limited (SRHL) (refer note 41.4)	10.00	10.00
	30,902,690 (March 31, 2025: 30,902,690) fully paid up equity shares of INR 10 each in Sadbhav Bangalore Highway Private Limited (SBGHPL) (refer note 45)	309.03	309.03
	26,966,000 (March 31, 2025: 26,966,000) fully paid up equity shares of INR 10 each in Sadbhav Udaipur Highway Limited (SUDHL) (refer note 41.3)	269.66	269.66
	25,798,550 (March 31, 2025: 25,798,550) fully paid up equity shares of INR 10 each in Sadbhav Vidarbha Highway Limited (SVHL)	257.99	257.99
	11,650,000 (March 31, 2025: 11,650,000) fully paid up equity shares of INR 10 each in Sadbhav Jodhpur Ring Road Private Limited (SJRRPL)	116.50	116.50
	101,156,860 (March 31, 2025: 101,156,860) fully paid up equity shares of INR 10 each in Sadbhav Kim Expressway Private Limited (SKEPL) (refer note 44)	1,011.57	1,011.57
	50,000 (March 31, 2025: 50,000) fully paid up equity shares of INR 10 each in Sadbhav Infra Solutions Private Limited (SISPL)	0.50	0.50
	50,000 (March 31, 2025: 50,000) fully paid up equity shares of INR 10 each in Sadbhav Maintenance Infrastructure Private Limited (SMIPL)	0.50	0.50
	50,000 (March 31, 2025: 50,000) fully paid up equity shares of INR 10 each in Sadbhav Hybrid Annuity Private Limited (SHAPL)	0.50	0.50
	Total - a	**3,607.40**	**3,607.40**
(b)	**Investment in unsecured Perpetual Securities (unquoted, valued at cost)**		
	Sub-ordinate debts to subsidaries (refer notes (b) below, 34 and 41)	7,617.99	9,879.96
	Total - b	**7,617.99**	**9,879.96**
(c)	**Other investments (FVTPL) (quoted)**		
	57,196 (March 31, 2025: 57,196) fully paid up units of INR 110.81 each in Interise Trust (previously known as IndInfravit Trust)	6.46	6.51
	(Market Value of Unit as on March 31, 2026 is INR 113 per unit (March 31, 2025 is INR 113.81 per unit)		
	Total - c	**6.46**	**6.51**
	Total - a+b+c	**11,231.85**	**13,493.87**
(d)	**Less :**		
	i) Assets classified as held for sale (refer note 46)	258.94	258.94
	ii) Impairment loss in the value of Investment	1.00	1.00
	iii) Provision for Impairment in the value of Investment (refer note 41)	1,827.48	2,547.82
	Total - d	**2,087.42**	**2,807.76**
	Total - a+b+c-d	**9,144.43**	**10,686.11**
	Details:		
	Aggregate of Investments:		
(i)	Aggregate book value of quoted investments	6.46	6.51
(ii)	Aggregate market value of quoted investments	6.46	6.51
(iii)	Aggregate value of unquoted investments (including sub-ordinate debts)		
	- in subsidiaries	11,225.39	13,486.86
	- in others	-	-
(iv)	Aggregate amount of impairment in value of Investments		
	(a) Investments carried at amortised cost	1.00	1.00

(INR in Million)

	As at March 31, 2026 (Audited)	As at March 31, 2025
(b) Investments carried at fair value through other comprehensive income	-	-
(c)) Investments carried at fair value through profit & loss account	-	-

Note:

(a) Investment in perpetual debts in form of Sub-ordinate securities are interest free, redeemable at issuer's option and redemption can be deferred indefinitely as per the terms of contract.

(b) The Company has pledged following investment in equity shares of subsidiaries, in favour of lenders for term loan facilities availed by the respective subsidiaries:

	March 31, 2026			March 31, 2025		
	Total Shares Held	Shares Pledged	% of shares pledged	Total Shares Held	Shares Pledged	% of shares pledged
ARRIL	1,04,60,000	30,33,400	29%	1,04,60,000	1,04,59,940	100.00%
MBCPNL	25,315	-	-	25,315	-	-
RHTPL	1,07,68,000	54,91,681	51.00%	1,07,68,000	54,91,681	51.00%
RPTPL	21,86,445	11,15,087	51.00%	21,86,445	11,15,087	51.00%
SRHL	10,00,000	5,10,000	51.00%	10,00,000	5,10,000	51.00%
SNHL	10,00,000	5,10,000	51.00%	10,00,000	5,10,000	51.00%
SUDHL	2,69,66,000	1,37,52,660	51.00%	2,69,66,000	1,37,52,660	51.00%
SBGHPL	3,09,02,690	1,57,60,372	51.00%	3,09,02,690	1,57,60,372	51.00%
SVHL	2,57,98,550	1,31,57,261	51.00%	2,57,98,550	1,31,57,261	51.00%

(c) Following investment in equity shares of subsidiairies are pledged in favour of lenders for long term borrowing availed by the Company.

	March 31, 2026			March 31, 2025		
	Total Shares Held	Shares Pledged	% of shares pledged	Total Shares Held	Shares Pledged	% of shares pledged
MBCPNL	25,315	17,250	34.50%	25,315	17,250	34.50
ARRIL	1,04,60,000	48,11,600	46.00%	1,04,60,000	48,11,600	46.00%
SRHL	10,00,000	4,89,940	48.99%	10,00,000	4,89,940	48.99%
SNHL	10,00,000	4,89,940	48.99%	10,00,000	4,89,940	48.99%
SJRRPL	1,16,50,000	57,08,485	49.00%	1,16,50,000	57,08,485	49.00%
SUDHL	2,69,66,000	1,32,13,280	49.00%	2,69,66,000	1,32,13,280	49.00%
SBGHPL	3,09,02,690	1,51,42,258	49.00%	3,09,02,690	1,51,42,258	49.00%
SVHL	2,57,98,550	1,26,41,275	49.00%	2,57,98,550	1,26,41,275	49.00%
SKEPL	10,11,56,860	4,95,66,801	49.00%	10,11,56,860	4,95,66,801	49.00%
RPTPL	21,86,445	10,71,198	48.99%	21,86,445	10,71,198	48.99%
RHTPL	1,07,68,000	52,76,170	49.00%	1,07,68,000	52,76,170	49.00%

8. Loans (unsecured, considered good)

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Non-current		
Loans to employees	1.43	2.06
Total - A	**1.43**	**2.06**
Current		
Loans to related parties (refer note 34)	1,099.30	1,223.78
Loans to employees	0.48	0.48
Less :- Transfer to Held for sale (refer note 46)	(1,048.29)	(1,048.29)
Total - B	**51.49**	**175.97**
Total A+B	**52.92**	**178.03**

Notes:

(a) The Company has granted interest bearing loans in the nature of loans aggregating INR 51.01 million (March 31, 2025: INR 175.49 million)(including renewals on due dates) as at March 31, 2026 to its subsidiaries. The funds are advanced based on business needs of the subsidiaries Companies in accordance with Lender's Loan agreements and Sponsor Support and Equity Contribution Agreement of the respective entities.

(b) Since all the above loans given by the Company are unsecured and considered good, the bifurcation of loans in other categories as required to be disclosed by Schedule III of the Companies Act 2013 viz: a) secured b) loans which have significant increase in credit risk and c) credit impaired is not applicable and accordingly, is not disclosed .

(c) There is no amount due from director, other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member at anytime during the reporting period.

(d) The fair value of non-current loans is not materially different from the carrying value presented.

(e) For terms and conditions relating to loan to related parties, refer note 34.

9. Other Financial Assets (unsecured, considered good)

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Current		
Receivable towards sale of subsidiaries	98.97	157.03
Less: Allowance for expected Credit Loss (refer note (d) below)	(98.97)	-
Receivable towards carve out assets (refer note (a) below)	14.56	15.06
Interest receivable from related parties (refer note 34)	455.19	367.65
Interest receivable on deposit with bank	-	0.69
Total	**469.75**	**540.43**

Notes:

(a) Pursuant to the definitive share purchase agreement (SPA) dated 1 July 2019 related to sale of equity share of subsidiaries as mentioned in note 46 in detailed, certain assets such as land, investment properties and arbitration claim receivable ('carve out assets') do not form part of the equity consideration and hence, all beneficial rights of the same are retained by the Company. Accordingly, the Company has accounted such carve out assets as receivable from respective entities in these Standalone Financial Statements.

(b) There is no amount due from director, other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member at anytime during the reporting period.

(c) For terms and conditions relating to receivable from subsidiaries, refer note 34.

(d)

The movement in change in allowance for expected credit loss	As at March 31, 2026	As at March 31, 2025 (Audited)
Balance as at beginning of the year	-	-
Change in allowance for expected credit loss	98.97	-
Balance as at the end of the year	98.97	-

The company has assessed the recoverability of the amounts stated in the standalone financial statements and based on this assessment, has recognised a provision for expected credit loss during the year. The provision reflects Company's estimate of potential credit risk.

10. Trade Receivables

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Secured, considered good	-	-
Unsecured, considered good (refer note 34)	57.29	266.45
Less: Allowance for expected Credit Loss		(14.00)
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	-
Total	**57.29**	**252.45**

Notes

(a) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. None of the trade or other receivable are due from firms or private Companies respectively in which any director is a partner, a director or a member.

(b) For terms and conditions relating to related party receivable, refer note 34.

As at March 31, 2026

Particulars	Outstanding for following periods from due date of Payment*						Total
	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	-	57.29	-	-	57.29
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	
Less: Allowance for expected credit Loss							-
Total							**57.29**

As at March 31, 2025

	Particulars	Outstanding for following periods from due date of Payment*						Total
		Not Due	Less than 6 months	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
	(i) Undisputed Trade receivables – considered good	-	-	-	7.34	24.10	235.01	266.45
	(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
	(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**7.34**	**24.10**	**235.01**	**266.45**
	Less: Allowance for expected credit Loss	-						(14.00)
	Total Trade Receivables							**252.45**

*Due date of transaction is considered as due date in case where no due date of payment is specified.

(c) **The movement in change in allowance for expected credit loss in trade receivable** (INR in Million)

	As at March 31, 2026	As at March 31, 2025
Balance as at beginning of the year	14.00	-
Change in allowance for expected credit loss	(14.00)	14.00
Balance as at the end of the year	-	14.00

*Management has assessed the recoverability of the outstanding receivables and is of the opinion that the amount recoverable is not less than the carrying amount recognized in the financial Statements. Based on the evaluation of the available information and expected realization of the receivables, no provision for impairment has been considered necessary as at the reporting date.

11. Cash and cash equivalants

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Cash on hand (Refer note b below)	0.00	0.00
Balance with banks:		
In current accounts	27.05	31.86
In current accounts - unpaid share application refund money and unclaimed dividend	0.11	0.11
Total - A	**27.16**	**31.97**
Other bank balances		
Deposits with maturity of more than 3 months and less than 12 months	24.87	22.70
Total - B	**24.87**	**22.70**
Total = A+B	**52.03**	**54.67**

Notes:

(a) Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

(b) Cash on hand as on March 31, 2026 INR 63/- (March 31, 2025 INR 2,163/-) is below rounding off norms adopted by the Company.

(c) Balances with banks include balance of INR 0.85 million as on March 31, 2026 (March 31, 2025 INR 0.85 million) lying in the Escrow Accounts, as per terms of borrowings with the lenders.

12. Other Assets (unsecured, Considered good)

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Non Current		
Advance income tax	0.03	0.03
Deposits (refer note 35)	12.63	4.59
Total - A	**12.66**	**4.62**
Current		
Advances to vendors & staff	-	2.72
Receivable from subsidiaries (refer note 34)	44.29	101.81

	As at March 31, 2026	As at March 31, 2025
Prepaid expenses	5.02	-
Tax credits and receivables balance with government authorities	123.88	128.91
Total - B	**173.19**	**233.44**
Total = A+B	**185.84**	**238.06**

13. Current tax assets

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Advance income tax	11.18	11.26
Total	**11.18**	**11.26**

14. Equity Share Capital

	As at March 31, 2026		As at March 31, 2025	
	No. of shares	(INR in Million)	No. of shares	(INR in Million)
Authorised share capital				
Equity Shares of INR 10 each	40,30,00,000	4,030.00	40,30,00,000	4,030.00
Total	**40,30,00,000**	**4,030.00**	**40,30,00,000**	**4,030.00**
Issued, subscribed and fully paid share capital				
Equity Shares of INR 10 each	35,22,25,216	3,522.25	35,22,25,216	3,522.25
Total	**35,22,25,216**	**3,522.25**	**35,22,25,216**	**3,522.25**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	(INR in Million)	No. of Shares	(INR in Million)
At the beginning of the year	35,22,25,216	3,522.25	35,22,25,216	3,522.25
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**35,22,25,216**	**3,522.25**	**35,22,25,216**	**3,522.25**

(b) Terms/rights attached to equity shares:

i. The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share held.

ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the residual assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

iii. The company has not undertaken any buyback of shares during the current year or in previous year

(c) Shares held by holding Company:

Out of equity shares issued by the Company, shares held by its holding Company are as below: (INR in Million)

	As at March 31, 2026	As at March 31, 2025
Sadbhav Engineering Limited, holding Company		
245,421,252 (March 31 2025: 245,421,252) equity shares of INR 10 each	2,454.21	2,454.21

(d) Details of shareholders holding more than 5% shares in the Company:

Particulars	**As at March 31, 2026**		**As at March 31, 2025**	
	No. of Shares	**% holding in class**	**No. of Shares**	**% holding in class**
Equity shares of INR 10/- each fully paid				
Sadbhav Engineering Limited	24,54,21,252	69.68%	24,54,21,252	69.68%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) Shareholding of Promotors

Name of Promoter	**No of Shares**	**% of Total Share**	**% Change During Period**
As at March 31, 2026			
Sadbhav Engineering Limited and its nominees	24,54,21,252	69.68%	0.00%
Shashin Vishnubhai Patel	20,27,484	0.57%	0.00%
Total	**24,74,48,736**	**70.25%**	**0%**
As at March 31, 2025			
Sadbhav Engineering Limited and its nominees	24,54,21,252	69.68%	0.00%
Shashin Vishnubhai Patel	20,27,484	0.57%	149.04%
Total	**24,74,48,736**	**70.25%**	**149.04%**

15. Other Equity

(INR in Million)

			As at March 31, 2026	As at March 31, 2025
a.	**Equity Component of Compound Financial Instrument (refer note below and note 34)**			
	Balance at the beginning of the year		955.17	532.22
	Add: Addition during the year		209.55	422.95
	Balance at the end of the year	**Total - A**	**1,164.72**	**955.17**
	Interest free loan given by Holding Company (Sadbhav Engineering Limited) pursuant to the conversion of Compulsory Convertible Cumulative Preference Shares (CCCPS) into equity shares, whereby Holding Company has given a commitment to keep the loan balance of INR 779.56 Million in the Company for a period of 11 years from the date of conversion of CCCPS i.e. November 27, 2014. Accordingly, this Interest free loan has been separated into liability and equity components based on the terms of the contract and equity components has been accounted under Other Equity and liability component under non-current borrowings (refer note 16). During the year , the repayment period is further extended for 3 years i.e. upto November 27, 2028.. Interest on liability component is recognised using the effective interest method.			
b.	**Securities premium**			
	Balance at the beginning of the year		9,039.27	9,039.27
	Balance at the end of the year	**Total - B**	**9,039.27**	**9,039.27**
	Securities premium represents the premium received on issue of shares over and above the face value of equity shares. The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013.			
c.	**General reserves**			
	Balance at the beginning of the year		1,154.67	1,154.67
	Balance at the end of the year	**Total - C**	**1,154.67**	**1,154.67**
	General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer between components of equity and is not an item of other comprehensive income.			
d.	**Retained earnings**			
	Balance at the beginning of the year		(8,511.67)	(7,130.65)
	Add : (Loss) for the year		185.94	(1,380.91)
	Add : Re-measurements gain on defined benefit plans, net of tax		2.27	(0.11)
	Balance at the end of the year	**Total - D**	**(8,323.46)**	**(8,511.67)**
	Total (A+B+C+D)		**3,035.20**	**2,637.44**

16. Non-Current Borrowings

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Secured		
Redeemable, Non Convertible Debentures *		
3253 Series B Allianz Global Investors GMBH NCD (March 31, 2025: 4060) of INR 1,00,000 each	325.30	405.90
3253 Series B Ares Infrastructure Debt Asia NCD (March 31, 2025: 4060) of INR 1,00,000 each	325.30	405.90
(Formerly known as AMP Capital Infrastructure Debt Asia)		
	650.60	**811.80**
Unsecured		
Liability component of compound financial instrument (refer note 34 & 41)	591.48	2,640.76
Total (A)	**1,242.08**	**3,452.56**
Less: Current Maturities of non-current borrowing		
Redeemable, Non Convertible Debentures	650.60	811.80
Liability component of compound financial instrument (refer note 34)	-	728.77
Total (B)	**650.60**	**1,540.57**
Total (A) + (B)	**591.48**	**1,911.99**

As at March 31, 2026

(a) 6,506 (March 31, 2025: 8,120) Redeemable , Non Convertible debentures (NCD) are secured by:

(i) The Corporate Guarantee by Sadbhav Engineering Limited ('SEL') (Holding Company); (ii) first ranking charge created by way of hypothecation over the Escrow account and (iii) Pledge over such numbers of Equity shares held by the Company in its subsidiary Companies are as per details given in below table.

Pledge of Securities

PART A – DETAILS OF INITIAL PLEDGED SECURITIES

Sr. No.	Project SPV	As at March 31, 2026			As at March 31, 2025		
		Initial Pledged Securities	Percent of Initial Pledged Securities	Paid up shares	Initial Pledged Securities	Percent of Initial Pledged Securities	Paid up shares
1	Sadbhav Rudrapur Highway Limited (SRHL)	4,89,940	48.99%	10,00,000	4,89,940	48.99%	10,00,000
2	Sadbhav Nainital Highway Limited (SNHL)	4,89,940	48.99%	10,00,000	4,89,940	48.99%	10,00,000
3	Sadbhav Bangalore Highway Private Limited (SBGHPL)	1,51,42,258	49.00%	3,09,02,690	1,51,42,258	49.00%	3,09,02,690
4	Sadbhav Vidarbha Highway Limited (SVHL)	1,26,41,275	49.00%	2,57,98,550	1,26,41,275	49.00%	2,57,98,550
5	Sadbhav Udaipur Highway Limited (SUDHL)	1,32,13,280	49.00%	2,69,66,000	1,32,13,280	49.00%	2,69,66,000
6	Rohtak-Panipat Tollway Private Limited (RPTPL)	10,71,198	48.99%	21,86,445	10,71,198	48.99%	21,86,445
7	Rohtak-Hissar Tollway Private Limited (RHTPL)	52,76,170	49.00%	1,07,68,000	52,76,170	49.00%	1,07,68,000

PART B – DETAILS OF SUBSEQUENT PLEDGED SECURITIES

Sr. No.	Project SPV	As at March 31, 2026			As at March 31, 2025		
		Subsequent Pledged Securities	Percent of Subsequent Pledged Securities	Paid up shares	Subsequent Pledged Securities	Percent of Subsequent Pledged Securities	Paid up shares
1	Maharashtra Border Check Post Network Limited (MBCPNL)	2,250	4.50%	50,000	2,250	4.50%	50,000

(C) Terms of Repayment for:

(i) 6,506 (March 31, 2025 : 8,120) Redeemable , Non Convertible debentures (NCD):

Series of NCDs	No. of NCDs outstanding as at March 31, 2026	Coupon Rate p.a %	Terms of Repayment *	Earliest Date of Redemption*
Series B	6,506	17.00%	48 months from the 1st deemed date of allotment	July, 2026

* Debenture Holders of the Company have initiated legal action against the company demanding payment pursuant to Directed redemption notice. The actual redemption of series B of Debenture is scheduled in July, 2026. The Company is in the process of taking necessary remedial measure in the matter and also made partial repayment during the year.

(D) Liability Component of Compound Financial Instrument :

Interest free loan given by Promotors (Sadbhav Engineering Limited) pursuant to the conversion of Compulsory Convertible Cumulative Preference Shares (CCCPS) into equity shares, whereby promotors have given a commitment to keep the loan balance of INR 779.56 Million in the Company for a period of 11 years from the date of conversion of CCCPS i.e. November 27, 2014. During the year said loan is further extended for 3 years i.e upto November 27, 2028. Accordingly, this Interest free loan has been separated into liability and equity components based on the terms of the contract and equity components has been classified in the Other Equity (refer note 15) and liability component in the non-current borrowings. Interest on liability component is recognised using the effective interest method.

17. Provisions

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Non-current		
Provision for employee benefits - Gratuity (refer note 30)	6.96	7.72
Total (A)	**6.96**	**7.72**
Current		
Provision for employee benefits - Gratuity (refer note 30)	1.77	3.40
Provision for employee benefits - leave encashment	1.05	4.69

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Total (B)	**2.82**	**8.09**
Total = A+B	**9.78**	**15.81**

18. Current Borrowings

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Current Maturities of Non Current Borrowings		
Redeemable, non convertible debentures	650.60	811.80
Liability component of compound financial instrument (refer note 34)	-	728.77
Loans repayable on demand (unsecured):		
Related parties (refer note 34)	2,417.54	2,574.40
Total	**3,068.14**	**4,114.97**

Notes:

(a) Loan from related parties carries interest of 11% p.a. and is repayable on demand/call notice.

19. Trade Payables

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro and small enterprises (refer note (A) below)	13.10	12.20
Total outstanding dues of creditors other than micro and small enterprises	104.86	182.28
Total	**117.96**	**194.48**

Notes:

A The dues to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the Company is given below:

(INR in Million)

		As at March 31, 2026	As at March 31, 2025
a	Principal amount remaining unpaid to any supplier as at year end	6.75	6.99
b	Interest due thereon	6.35	5.21
c	Amount of interest paid by the Company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d	Amount of interest due and payable for the year of delay in making payment [which have been paid but beyond the appointed day during the year] but without adding the interest specified under the MSMED Act	-	-
e	Amount of interest accrued and remaining unpaid at the end of the accounting year	6.35	5.21
f	Amount of further interest remaining due and payable in succeeding years	-	-

There are two Micro, Small and Medium Enterprises, to whom the Company owes dues. This is based on the information available with the Company and the same is relied upon by the auditors.

B Trade payables are non-interest bearing.

As at March 31, 2026

Sr. No	Particulars	Outstanding for following periods from due date of Payment*					
		Not Due	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
(i)	MSME	-	-	-	-	-	-
(ii)	Others	-	3.14	0.66	5.87	95.19	104.86
(iii)	Disputed dues - MSME	-	6.35	-	-	6.75	13.10
(iv)	Disputed dues - Others	-	-	-	-	-	-
	Total	**-**	**9.49**	**0.66**	**5.87**	**101.94**	**117.96**

As at March 31, 2025

Sr. No	Particulars	Outstanding for following periods from due date of Payment*					
		Not Due	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
(i)	MSME	-	-	-	-	-	-
(ii)	Others	-	30.81	47.04	28.06	76.37	182.28
(iii)	Disputed dues - MSME	-	5.21	0.24	-	6.75	12.20
(iv)	Disputed dues - Others	-	-	-	-	-	-
	Total	**-**	**36.02**	**47.28**	**28.06**	**83.12**	**194.48**

*Due date of transaction is considered as due date in case where no due date of payment is specified

20. Other Financial Liabilities

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Current		
Interest accrued and due on Borrowings (refer note 34)	903.91	809.60
Employee emoluments payable	4.05	4.62
Payable towards unclaimed dividend and unpaid share application refund money*	0.12	0.15
Other payable	-	20.20
Total	**908.08**	**834.57**

* There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2026 (March 31, 2025: Nil).

21. Other Liabilities

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Current		
Statutory dues payable	31.06	40.19
Total	**31.06**	**40.19**

22. Other Income

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Interest Income on:		
Inter Corporate loan (refer note 34)	110.89	111.08
Banks deposits	1.63	1.49
Income tax refund	0.62	0.90
Dividend Income	0.53	0.60
Profit on Sale of Assets	-	1.24
Net gain on fair value changes of financial assets at FVTPL	-	0.17
Liabilities no longer required, written back	76.52	1.38
Total	**190.20**	**116.86**

23. Sub-contractors Charges

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Operation and maintenance charges to sub-contractors	-	25.86
Total	**-**	**25.86**

As per the format of the Statement of Profit and Loss prescribed in Schedule III division II, there is no separate line item for "Sub-contractors Charges". However, considering the industry practice in the sector in which Company operates and significance of the sub-contractors charges, for better understanding by the users of Standalone Financial Statements, the Company has disclosed "Sub-contractors Charges" by way of a separate line item on the face of Statement of Profit and Loss.

24. Employee Benefit Expenses

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus (including managerial remuneration) (refer note no. 30 and 34)	63.30	78.13
Contribution to provident fund and other funds (refer note no. 30)	0.78	1.20
Gratuity expenses (refer note no. 30)	1.98	1.57
Staff welfare expenses	-	0.16
Total	**66.06**	**81.06**

25. Finance Cost

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Interest on:		
Debenture	218.10	263.24
Current borrowings (refer note 34)	285.40	270.37
Others	2.79	7.95
Unwinding of discount on interest free loan	227.73	161.92

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Bank Guarantee Commission	-	0.68
Other Borrowing cost	0.01	0.01
Total	**734.03**	**704.17**

26. Other Expenses

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Rates and taxes	1.37	3.38
Insurance	0.02	-
Travelling expenses	-	0.04
Legal and professional charges	23.71	80.44
Auditors' remuneration (refer note below)	1.61	1.70
Director sitting fees (refer note 34)	0.60	1.15
Annual listing fees	1.16	1.16
Penalty Expenses	1.58	-
Donation Expenses	0.03	-
Allowances for Expected Credit Loss	84.97	-
Unrealised loss in the value of units	0.05	-
Loss on sale of Assets	0.08	-
Balances written off	241.71	108.42
Miscellaneous expenses	1.44	1.52
Total	**358.31**	**197.81**

26.1 Payment to the Auditors

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Towards		
Statutory audit fees	1.60	1.50
Certification fees	0.01	0.20
Total	**1.61**	**1.70**

27. Income Tax Expense

The major component of income tax expenses for the year ended March 31, 2026 and March 31, 2025 are as under:

(a) Profit and Loss

(INR in Million)

		Year ended March 31, 2026	Year ended March 31, 2025
Current tax			
Current income tax charges		-	-
Adjustment in respect of tax of earlier years		(0.08)	-
Tax expense reported in the statement of profit and loss	**Total**	**(0.08)**	**-**

(b) A Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Accounting Profit /(loss) before tax	185.86	(1,380.91)
Statutory Income tax rate (refer note (a) below)	24.48%	24.48%
Expected Income tax expenses	**45.50**	**-**
Tax Effect of adjustments to reconcile expected Income tax expenses to reported income tax expenses		
Tax in respect of earlier years	(0.08)	-
Deferred Tax Adjustment	-	-
Income not chargeable to tax	(45.50)	
Income tax expenses considered in accounts	**(0.08)**	**-**

(c) Deferred Tax

The movement in deferred tax assets and liabilities during the year ended March 31, 2026 and March 31, 2025:

(INR in Million)

Particulars	Balance sheet		Statement of Profit and Loss	
	As at March 31, 2026	As at March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025
Expenditure allowed over the period	0.64	0.73	(0.09)	(0.13)
Expenditure allowed on payment basis	6.71	13.99	(7.28)	0.23
Income taxable on actual receipts basis	(3.66)	(3.86)	0.20	(0.00)
DTA not recognised in books	(3.69)	(10.86)	7.17	(0.10)
Total deferred tax expenses /(Income)			**0.00**	**0.00**
Net deferred tax assets/(liabilities)	**(0.00)**	**0.00**		

Notes:

(a) As the Company has no taxable income as per Income Tax Act, 1961 during the current and previous year no provision of Income Tax is made.

(b) The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(c) As a matter of prudence, the company has recognised deferred tax assets on deductible temporary differences and carry forward of unused tax losses in the books to the extent of deferred tax liability balance as it is not probable that future taxable profit will be available against which those temporary differences, losses and tax credit against which deferred tax assets can be utilized. Accordingly, INR 3.69 million (March 31, 2025: INR 10.86 million) has not been recognised as deferred tax assets in the books as at reporting date.

28. Fair Value Measurement

A The carrying value of Finanacial Instruments by categories:

As at March 31, 2026 (INR In Millions)

Financial instruments by categories	Note No.	FVTPL	FVTOCI	Amortized cost	Total Carrying Value
Financial Asset					
Investments in Equity instruments of subsidiaries #	7	-	-	-	-
Investments in units	7	6.46	-	-	6.46
Trade receivables	10	-	-	57.29	57.29
Cash and cash equivalants	11	-	-	27.16	27.16
Other bank balances	11	-	-	24.87	24.87
Loans	8	-	-	52.92	52.92
Other financial assets	9	-	-	469.75	469.75
Total Financial Asset		**6.46**	**-**	**631.99**	**638.45**
Financial Liabilities					
Non-current borrowings	16	-	-	591.48	591.48
Current borrowings	18	-	-	3,068.14	3,068.14
Trade payables	19	-	-	117.96	117.96
Other financial liabilities	20	-	-	908.08	908.08
Total Financial Liabilities		**-**	**-**	**4,685.66**	**4,685.66**

As at March 31, 2025 (INR In Millions)

Financial instruments by categories	Note No.	FVTPL	FVTOCI	Amortized cost	Total Carrying Value
Financial Asset					
Investments in Equity instruments of subsidiaries #	7	-	-	-	-
Investments in units	7	6.51	-	-	6.51
Trade receivables	10	-	-	252.45	252.45
Cash and cash equivalants	11	-	-	31.97	31.97
Other bank balances	11	-	-	22.70	22.70
Loans	8	-	-	178.03	178.03
Other financial assets	9	-	-	540.43	540.43
Total Financial Asset		**6.51**	**-**	**1,025.58**	**1,032.09**
Financial Liabilities					
Non-current borrowings	16	-	-	1,911.99	1,911.99

Financial instruments by categories	Note No.	FVTPL	FVTOCI	Amortized cost	Total Carrying Value
Current borrowings	18	-	-	4,114.97	4,114.97
Trade payables	19	-	-	194.48	194.48
Other financial liabilities	20	-	-	834.57	834.57
Total Financial Liabilities		**-**	**-**	**7,056.01**	**7,056.01**

Investments in subsidiaries classified as equity investments have been accounted at historical cost. Since these are scope out of IndAS 109 for the purposes of measurement, the same have not been disclosed in the tables above.

28.01 Fair value disclosures for financial assets and financial liabilities

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR In Millions)

Particulars	Note No	As at March 31, 2026		As at March 31, 2025	
		Carrying amount	Fair value	Carrying amount	Fair value
Financial assets					
Investments in unit of Indinfravit Trust	7	6.46	6.46	6.51	6.51
Total Financial Assets		**6.46**	**6.46**	**6.51**	**6.51**
Financial liabilities					
Redeemable, Non Convertible Debentures	16	650.60	650.60	811.80	811.80
Total Financial Liabilities		**650.60**	**650.60**	**811.80**	**811.80**

B Other Notes:

(i) The carrying amount of financial assets and financial liabilities measured at amortised cost in the Standalone Financial Statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

(ii) 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.

28.02 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for financial assets as at March 31, 2026 and March 31, 2025

(INR In Millions)

Particulars	Note No.	As at March 31, 2026			As at March 31, 2025		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets							
Fair value through profit and loss							
Investments in unit of Indinfravit Trust	7	6.46	-	-	6.51		
Liabilities							
Liabilities for which fair value are disclosed							
Redeemable, Non Convertible Debentures	16	-	650.60	-	-	811.80	

The fair values of the financial assets and financial liabilities included in the level 2 category above has been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

There have been no transfers between level 1 and level 2 during the years.

29. Earning Per Share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

	Year ended March 31, 2026	Year ended March 31, 2025
Profit /(Loss) after tax for the year available for equity shareholders (INR in Millions)	185.94	(1,380.91)
Number of equity shares at the end of the year	35,22,25,216	35,22,25,216
Weighted average number of equity shares for basic and diluted EPS	35,22,25,216	35,22,25,216
Nominal value of equity shares (INR)	10	10

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Basic and diluted earnings per share (INR)	**0.53**	**(3.92)**

30. Employee Benefits Disclosure

A Defined Contribution Plans:

The following amount recognised as expenses in statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Contribution to Provident funds	0.78	1.19
Contribution to Employee state insurance	-	0.01
Total	**0.78**	**1.20**

B Defined benefit plans - Gratuity benefit plan:

The Company has a Gratuity benefit plan. Every employee who has completed five years or more of service gets a gratuity on the termination of his employment at 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded. The present value of obligation in respect of gratuity is determind based on actuarial valuation using the Project Unit Credit Method as prescribed by the Indian Accounting Standard - 19. Gratuity has been recognised in the Standalone Financial Statements as per details given below:

(INR in Million)

	As at March 31, 2026	As at March 31, 2025
Defined benefit obligations as at beginning of the year- A	**11.12**	**11.51**
Cost charged to statement of profit and loss		
Current service cost	0.89	0.85
Past service cost	0.47	-
Interest cost	0.62	0.72
Sub-total included in statement of profit and loss - B	**1.98**	**1.57**
Remeasurement gains/(losses) in other comprehensive income		
Actuarial Loss due to change in financial assumptions	(0.32)	0.32
Actuarial (gain) due to experience	(1.95)	(0.46)
Sub-total included in OCI - C	**(2.27)**	**(0.14)**
Benefit paid - D	**(2.10)**	**(1.83)**
Defined benefit obligations as at end of the year (A+B+C+D)	**8.73**	**11.12**
Non-current	6.96	7.72
Current	1.77	3.40

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

Particulars	**March 31, 2026**	**March 31, 2025**
Discount rate	7.25%	6.60%
Salary growth rate	6.00%	6.00%
Withdrawal rate	15% at younger ages reducing to 3% at older ages	15% at younger ages reducing to 3% at older ages
Mortality rate	Indian Assured Lives Mortality	Indian Assured Lives Mortality

A quantitative sensitivity analysis for significant assumption is as shown below:

Particulars	**Sensitivity level**	**March 31, 2026**	**March 31, 2025**
Discount rate	0.50% increase	(0.23)	(0.27)
	0.50% decrease	0.25	0.29
Salary Growth Rate	0.50% increase	0.16	0.21
	0.50% decrease	(0.15)	(0.19)
Withdrawal rate	10% increase	0.08	0.06
	10% decrease	(0.08)	(0.07)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

The estimates of the future salary increases, considered in acturial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employement market.

Since the obligation is unfuned, there is no Assets-Liability Matching strategy device for the plan. Accordingly, there is no expected contribution in the next annual reporting period reported.

C Maturity Profile of the Defined Benefit Obligation

	As at March 31, 2026 INR in Million	%
2027	1.77	12.70%
2028	1.06	7.60%
2029	0.60	4.30%
2030	1.67	12.00%
2031	1.14	8.20%
2032-2036	2.79	20.00%
	As at March 31, 2025 INR in Million	**%**
2026	3.40	20.40%
2027	1.10	6.60%
2028	1.26	7.50%
2029	0.59	3.50%
2030	1.48	8.90%
2031-2035	3.31	19.80%

The weighted average future duration of the defined benefit plan obligation at the end of the reporting period is 6.56 years (March 31, 2025: 5.81 years).

D Other employee benefit:

Salaries, Wages and Bonus include INR 3.27 million (March 31, 2025: INR 4.81 million) towards provision made as per actual basis in respect of accumulated leave encashment/compensated absences, bonus and leave travel allowance.

31. Segment Reporting

The operating segment of the Company is identified to be "Build Operate and Transfer (BOT) / Annuity Projects and its related activities", as the Chief Operating Decision Makers (CODM) reviews business performance at an overall group level as one segment and hence, no additional disclosure are required to be made under Ind AS 108 "Operating Segments". Further, the Company also primarily operates under one geographical segment namely India. There are no single customer which contribute more than 10% of total revenue of the Company.

32. Leases:

The Company did not have any operating lease or finance lease arrangements during the reporting period. Accordingly, no disclosures relating to leases are applicable to the Company under Ind AS 116.

33. Revenue from contract with customers

During the year, the Company did not enter into any contracts with customers that resulted in recognition of revenue under Ind AS 115. Consequently, disclosures relating to disaggregation of revenue, contract balances, remaining performance obligations and significant judgments under Ind AS 115 are not applicable.

34. Related Party disclosures

Related party disclosures as required under the Indian Accounting Standard (Ind AS) – 24 on “Related Party Disclosures” are given below:

(a) Name of related party and nature of relationship

Related Parties where control exists:

Holding Company	Sadbhav Engineering Limited (SEL)
Subsidiaries	Ahmedabad Ring Road Infrastructure Limited (ARRIL)
	Rohtak Panipat Tollway Private Limited (RPTPL)
	Maharashtra Border Check Post Network Limited (MBCPNL)
	Rohtak Hissar Tollway Private Limited (RHTPL)
	Sadbhav Nainital Highway Limited (SNHL)
	Sadbhav Rudrapur Highway Limited (SRHL)
	Sadbhav Bangalore Highway Private Limited (SBGHPL)
	Sadbhav Udaipur Highway Limited (SUDHL)
	Sadbhav Vidarbha Highway Limited (SVHL)
	Sadbhav Jodhpur Ring Road Private Limited (SJRRPL)
	Sadbhav Kim Expressway Private Limited (SKEPL)

	Sadbhav Infra Solutions Private Limited (SISPL)
	Sadbhav Maintenance Infrastructure Private Limited (SMIPL)
	Sadbhav Hybrid Annuity Projects Limited (SHAPL)
Fellow Subsidiary	Sadbhav Gadag Highway Private Limited (SGHPL)
Key managerial personnel	Mr. Shashin V. Patel, Chairman and Executive Director
	Mr. Jatin Thakkar, Executive Director and Chief Financial Officer (CFO) (upto September 30, 2025)
	Mr. Dwigesh Joshi, Non-Executive Director (upto April 08, 2024)
	Mr. Sandip Patel, Independent Director (upto September 04, 2024)
	Mr. Arun Kumar Patel, Independent Director (upto October 21, 2024)
	Mr. Tarang M Desai, Independent Director (w.e.f. August 12, 2024)
	Mr. Ambalal Patel, Independent Director (w.e.f. Septemebt 30, 2024)
	Mrs. Shefaliben Patel, Independent Director (w.e.f. July 06, 2024)
	Mr. Siddharth Vyas, Independent Director (w.e.f. Sepetmber 04, 2025)
	Mr. Kedar Pandya, Company Secretary (w.e.f November 12, 2025)
	Mr. Hardik Modi, Company Secretary (upto February 12, 2025)

(b) Transactions during the year (INR in Million)

Sr. No.	Particulars	Holding		Subsidiaries		Fellow Subsidiaries		Key Management Personnel	
		Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025
1	**Loan taken**								
	SEL	665.28	604.85	-	-	-	-	-	-
	ARRIL	-	-	362.27	3,473.42	-	-	-	-
2	**Borrowing/ Loan repaid (including Interest)**								
	SEL	660.81	556.63	-	-	-	-	-	-
	ARRIL	-	-	19.07	1,489.79	-	-	-	-
3	**Interest expense**								
	SEL	357.67	270.37	-	-	-	-	-	-
	ARRIL	-	-	155.46	89.70	-	-	-	-
4	**Loan given / (Repayment)**								
	SUDHL	-	-	(124.48)	(2.82)	-	-	-	-
5	**Written off / (written back)**								
	SUDHL-sub debt	-	-	67.10	1,000.00	-	-	-	-
	SRHL-sub debt	-	-	915.60	-	-	-	-	-
	ARRIL-Loan payable	-	-	(2,416.52)	-	-	-	-	-
6	**Impairment in Shares**								
	SUDHL	-	-	269.66	-	-	-	-	-
	SRHL	-	-	10.00	-	-	-	-	-
7	**Equity Component of Financial Instrument**								
	ARRIL	-	-	-	422.95	-	-	-	-
	SEL	209.55	-	-	-		-	-	-
8	**Receivable/(Payable) towards Reimbusement of expenses (net)**								
	RPTPL	-	-	(1.69)	2.58	-	-	-	-
	RHTPL	-	-	2.33	0.12	-	-	-	-
	SBGHPL	-	-	1.29	0.20	-	-	-	-
	SKEPL	-	-	(4.02)	0.45	-	-	-	-
	SNHL	-	-	3.95	1.32	-	-	-	-
	SRHL	-	-	(54.89)	0.15	-	-	-	-
	SVHL	-	-	0.14	2.00	-	-	-	-
	SUDHL	-	-	-	0.74	-	-	-	-
	SHAPL	-	-	0.17	1.54	-	-	-	-
	SISPL	-	-	0.19	0.20	-	-	-	-
	SGHPL	-	-	-	-	-	(1.95)	-	-

(b) Transactions during the year (INR in Million)

Sr. No.	Particulars	Holding		Subsidiaries		Fellow Subsidiaries		Key Management Personnel	
		Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025
	SMIPL	-	-	0.33	1.26	-	-	-	-
	SJRRPL	-	-	(5.32)	0.16	-	-	-	-
9	**Interest Income**								
	MBCPNL	-	-	110.07	110.07	-	-	-	-
	SRHL	-	-	0.82	1.01	-	-	-	-
10	**Subordinate Debt Reversal / received back**								
	SVHL	-	-	-	34.70	-	-	-	-
	SKEPL	-	-	-	1,242.46	-	-	-	-
11	**Remuneration**								
	Shashin V Patel	-	-	-	-	-	-	17.63	17.63
	Jatin Thakkar	-	-	-	-	-	-	5.26	11.04
12	**Sitting Fees**								
	Sandip Patel	-	-	-	-	-	-	-	0.15
	Daksha Shah	-	-	-	-	-	-	-	0.15
	Tarang Madhukar Desai	-	-	-	-	-	-	0.20	0.25
	Shefali Manojbhai Patel	-	-	-	-	-	-	0.22	0.25
	Ambalal Chhitabhai Patel	-	-	-	-	-	-	0.20	0.15
	Arunkumar Patel	-	-	-	-	-	-	-	0.20

(c) Balances at the year end: (INR in Million)

Sr. No.	Particulars	Holding		Subsidiaries		Fellow Subsidiary		Key Managerial Personnel	
		As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
1	**Trade receivable**								
	SEL	0.36	0.36	-	-	-	-	-	-
	RPTPL	-	-	55.19	55.19	-	-	-	-
	SRHL	-	-	-	206.03	-	-	-	-
2	**Loan given**								
	RPTPL	-	-	11.06	11.06	-	-	-	-
	RHTPL	-	-	39.95	39.95	-	-	-	-
	SUDHL	-	-	-	124.48	-	-	-	-
	MBCPNL	-	-	1,048.29	1,048.29	-	-	-	-
3	**Sub-ordinate debt**								
	RHTPL	-	-	2,893.42	2,893.42	-	-	-	-
	RPTPL	-	-	4,688.73	4,688.73	-	-	-	-
	SRHL	-	-	-	915.60	-	-	-	-
	SUDHL	-	-	-	1,346.39	-	-	-	-
	SVHL	-	-	30.78	30.78	-	-	-	-
	SKEPL	-	-	5.05	5.05	-	-	-	-
4	**Interest payable**								
	SEL	284.83	269.83	-	-	-	-	-	-

(c) Balances at the year end: (INR in Million)

Sr. No.	Particulars	Holding		Subsidiaries		Fellow Subsidiary		Key Managerial Personnel	
		As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
5	**Interest receivable**								
	MBCPNL	-	-	455.20	356.14	-	-	-	-
	SRHL	-	-	-	11.51	-	-	-	-
6	**Reimbursement of Expenses Receivables**								
	SEL	-	2.33		-	-	-	-	-
	RPTPL	-	-	19.97	21.66	-	-	-	-
	RHTPL	-	-	10.17	7.84	-	-	-	-
	SBGHPL	-	-	3.44	2.15	-	-	-	-
	SKEPL	-	-	-	4.02	-	-	-	-
	SNHL	-	-	5.27	1.32	-	-	-	-
	SRHL	-	-	-	54.89	-	-	-	-
	SVHL	-	-	2.14	2.00	-	-	-	-
	SJRRPL	-	-	-	5.32	-	-	-	-
	SMIPL	-	-	1.33	1.00	-	-	-	-
	SISPL	-	-	0.19	-	-	-	-	-
	SHAPL	-	-	1.77	1.59	-	-	-	-
7	**Current borrowings / Loan Payable**								
	SEL	2,417.54	2,413.07	-	-	-	-	-	-
	ARRIL	-	-	-	2,073.32	-	-	-	-
8	**Trade Payables**								
	SEL	-	15.21	-	-	-	-	-	-
9	**Remuneration payable**								
	Shashin V Patel	-	-	-	-	-	-	-	1.42
	Jatin Thakkar	-	-	-	-	-	-	-	0.88
10	**Sitting Fees payable**								
	Shashin V Patel	-	-	-	-	-	-	0.01	0.01
	Daksha Shah	-	-	-	-	-	-	-	0.05
	Arunkumar Patel	-	-	-	-	-	-	-	0.01
	Tarang Madhukar Desai	-	-	-	-	-	-	0.18	0.14
	Shefali Manojbhai Patel	-	-	-	-	-	-	0.09	0.14
	Ambalal Chhitabhai Patel	-	-	-	-	-	-	0.09	0.14
11	**Interest free unsecured loan (Equity and liability components less finance cost recognised till date reporting date)**								
	SEL (Refer note 15)	591.48	728.77	-	-	-	-	-	-
	ARRIL	-	-	422.96	422.96	-	-	-	-

Notes:

1 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except loan given and settlement occurs in cash as per the terms of the agreement.

2 Non convertible debenture of INR 650.6 Million (March 31, 2025: INR 811.80 million) are secured by way of corporate guarantee by Sadbhav Engineering Limited (SEL), the Parent Company, first ranking charge created on shares of Company's certain subsidiaries and of SEL.

3 The loans given to subsidiaries companies is based on business needs of the subsidiaries Company in accordance with Lender's Loan agreements and Sponsor Support and Equity Contribution Agreement of the respective SPV entities. The loan given to subsidaries on demand basis which carries interest of 9.25% based on cost of fund of respective subsidiaries entities.

4 The loans received from Sadbhav Engineering Limited (SEL), the Parent Company and subsidiaries are based on demand which carries interest of 11.00%.

5 The Remuneration disclosed above given to key managerial personnel is mainly related to short term employee benfits and does not includes post employee benefits as the same is not determinable.

35. Contingent liabilities and commitments

I Contingent liabilities

A Claims against the Company not acknowledged as debt: Tax Matters

(i) Goods and Service Tax Matters in dispute for which company has filled appeal with higher authorities:

a The Deputy Commissioner of State Tax, Maharashtra, vide order dated November 2, 2022 under Section 73 of the MGST Act, 2017, disallowed ITC claimed for the period April 2018 to March 2019 and raised a demand of INR 8.14 million (including interest of INR 4.19 million and Penalty of INR 0.36 million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.36 million as pre-deposit.

b The Deputy Commissioner of State Tax, Maharashtra, vide order dated April 12, 2022 under Section 73 of the MGST Act, 2017, disallowed ITC claimed for the period July 2017 to March 2018 and raised a demand of INR 21.68 million (including Interest of INR 13.05 million and Penalty of INR 0.78 million). The Company's appeal against the aforesaid order was dismissed by the Joint Commissioner of State Tax (Appeals), Maharashtra. The Company has filed an appeal before the Appellate Tribunal against the said order and has deposited INR 0.78 million as pre-deposit.

c The Assistant Commissioner of State Tax (Rajasthan), vide order dated December 31, 2025 under Section 74 of the RGST Act, 2017, disallowed ITC,Liability of difference in Tax Rate claimed for the period April 2018 to March 2019 and raised a demand of INR 67.31 million (including interest of INR 25.24 million and Penalty of INR 21.03 million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 2.10 million as pre-deposit.

d The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC, Liability of difference in Tax Rate claimed for the period April 2019 to March 2020 and raised a demand of INR 36.93 Million (including Interest of INR 13.26 million and Penalty of INR 11.84 million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 1.18 million as pre-deposit.

e The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC,Liability of difference in Tax Rate claimed for the period April 2020 to March 2021 and raised a demand of INR 38.28 Million (including Interest of INR 12.41 Million and Penalty of INR 12.93 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 1.29 Million as pre-deposit.

f The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC,Liability of difference in Tax Rate claimed for the period April 2021 to March 2022 and raised a demand of INR 17.52 Million (including Interest of INR 4.92 Million and Penalty of INR 6.30 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.63 Million as pre-deposit.

g The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC,Liability of difference in Tax Rate claimed for the period April 2022 to March 2023 and raised a demand of INR 22.24 Million (including Interest of INR 5.13 Million and Penalty of INR 8.55 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.86 Million as pre-deposit.

h The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC, claimed for the period April 2023 to March 2024 and raised a demand of INR 0.81Million (including Interest of INR 0.09 Million and Penalty of INR 0.36 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.04 Million as pre-deposit.

i The Joint Commissioner of State Tax (Rajasthan), vide order dated July 12, 2023 under Section 73 of the RGST Act, 2017, disallowed ITC, claimed for the period April 2021 to March 2022 and raised a demand of INR 0.50 Million (including Interest of INR 0.22 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.002 Million as pre-deposit.

j The Deputy Commissioner of State Tax (Uttarakhand), vide order dated November 22, 2023 under Section 73 of the UGST Act, 2017, disallowed ITC, claimed for the period March 2019 and raised a demand of INR 2.6 Million (including Interest of INR 1.05 million and Penalty of INR 0.14 million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.14 Million as pre-deposit.

k The Deputy Commissioner of State Tax (Maharashtra), vide order dated December 16, 2025 under Section 74(1) of the MGST Act, 2017, disallowed ITC, claimed for the period April 2018 to March 2019 and raised a demand of INR 2.88 Million (Including Penalty of INR 1.4 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.14 Million as pre-deposit.

l The Joint Commissioner of State Tax (Rajasthan), vide order dated April 29, 2024 under Section 73 of the RGST Act, 2017, disallowed ITC, claimed for the period April 2018 to March 2019 and raised a demand of INR 0.53 Million (Including Interest of INR 0.24 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.03 Million as pre-deposit.

m The Deputy Commissioner of State Tax (Rajasthan) , vide order dated August 01, 2024 under Section 74 of the RGST Act, 2017, has demand Interest on delay filling of Returns for the tax period April 2019 to March 2020 amounting to INR 4.62 Million . The company has filled the appeal against the said order.

n The Excise and Taxation Officer (Haryana), vide order dated January 13, 2025 under Section 74 of the HGST Act, 2017, disallowed ITC, claimed for the period July 2017 to March 2018 and raised a demand of INR 5.01 Million (including Interest of INR 1.68 Million and Penalty of INR 1.66 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.16 Million as pre-deposit.

o The Deputy Commissioner of State Tax (Madhya Pradesh) vide order dated December 16, 2019 under Section 73 of the MGST Act, 2017, has demand for non-filling of Returns for the tax period October 2019 and raised a demand of INR 0.95 Million (Including Interest of INR 0.01 Million and Penalty of INR 0.02 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.09 Million as pre-deposit.

p The Deputy Commissioner of State Tax (Maharastra) vide order dated December 18, 2025 under Section 73 of the MGST Act, 2017,disallowed ITC, claimed for the period April 2021 to March 2022 raised a demand of INR 1.63 Million (Including Interest of INR 0.80 Million and Penalty of INR 0.08 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.08 Million as pre-deposit.

q The Additional Commissioner of State Tax (Gujarat) vide order dated January 31, 2025 under Section 74 of the CGST Act, 2017,has demand on not discharge liability on service of Corporate guarantee for the tax period July 2017 to March 2018 raised a demand of INR 80.40 Million (Including Penalty of INR 40.20 Million).

r The Additional Commissioner of State Tax (Gujarat) vide order dated December 18, 2025 under Section 74 of the CGST Act, 2017,disallowed ITC Claimed, Interest on late payment for the tax period April 2018 to March 2019 raised a demand of INR 205.11 Million (Including Interest of INR 8.11 Million and Penalty of INR 147.95 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 4.9 Million as pre-deposit.

B Claims against the Company not acknowledged as debt: Other than Tax Matters

(i) Suwarna Buildcon Private Limited has initiated legal proceedings against the company in relation to claims . The proceedings comprising an Arbitration Application and Commercial Suit filled before District and Session Court - Pune, Maharashtra . The aggregate financial exposure attributable to the Company is not presently quantifiable. The matter are currently pending adjudcaion before the respective forums.

(ii) Gautam Highway Solutions is a Proprietorship Firm providing services for carrying on Routine Services work of Rohtak Panipat section of NH-71 A has filed a commercial suit against the Company for claiming of outstanding amount and interest thereon at District and Session Court - Jhajjar in the state of Haryana. The principal and interest liability claimed by the vendor is INR 0.08 Million & 5.17 Million.

(iii) Legacy Law Offices is a full service law firm, was engaged by the Company, has filed a MSME case against the Company towards the recovery of outstanding dues alongwith interest amounting to INR 2.14 Million at Micro & Small Enterprises Faciliation Council- in the state of Haryana.

(iv) HCC Infrastructure Company Limited is engaged in business of Construction of Highway, Road , Bridges , Railway etc, has filed a Arbitration Application at High Court - Bombay in the state of Maharashtra against the Company for claiming of outstanding amount and interest towards 60% amount received from National Highway Authority of India (NHAI) under restated Share Purchase Agreement amongst the parties.The principal amount has been paid to the HCC. However the Arbitration Proceedings are going on for the Interest Claim of HCC .

(v) A petition has been filed by the Financial Creditor before the Hon'ble National Company Law Tribunal (NCLT) under Section 7 of the Insolvency and Bankruptcy Code, 2016, seeking initiation of Corporate Insolvency Resolution Process (CIRP) against the Company for an aggregate claim of INR 1477.43 million (including accured & default interest) as at October 7, 2025. The matter is currently pending adjudication before the NCLT. The Company has recognized a liability of INR 1464.84 million as at October 7,2025 in its books of account towards the underlying financial obligation.

The balance amount of INR 12.58 million being the difference between the amount claimed by the Financial Creditor and the liability recorded in the books, is disputed by the Company and is subject to adjudication by the appropriate judicial authorities. Based on the facts of the case and legal advice obtained, management believes that the Company has a reasonable basis to contest the aforesaid claim. Accordingly, no additional provision has been recognized in the financial statements in respect of the disputed amount, and the same has been disclosed as a contingent liability.

Note- It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. The Company does not expect any reimbursements in respect of the above contingent liabilities. Future cash outflows in respect of the above are determinable only on receipt of judgments / decisions pending with various forums / authorities.

II Guarantees

The company has given corporate guarantee to banks for INR 5,843.13 million (P.Y INR 5,777.51 million) against the finance facility given by the banks to subsidiary companies

(i) Details of Loan given, investment made and guarantee given covered u/s 186 (4) of the Companies Act, 2013

Loans given and investment made are given under respective heads

Corporate guarantee given by the Holding Company in respect of borrowings taken by subsidiary companies as at March 31, 2026 and March 31, 2025 :

Sr. No.	Name of Company	Amount of Corporate Guarantee	As atMarch 31, 2026	As at March 31, 2025
		INR in Million	INR in Million	INR in Million
1	Sadbhav Rudrapur Highway Limited	4,672.40	1,924.83	2,129.71
2	Ahmedabad Ring Road Infrastructure Limited	3,340.00	1,286.81	2,747.80
3	Sadbhav Gadag Highway Private Limited (subsidiary of Holding Company)	2,830.00	2,631.49	900.00
	Total	**10,842.40**	**5,843.13**	**5,777.51**

III Commitments

The followings are the estimated amount of contractual commitments of the Company:

(INR in Million)

		As at March 31, 2026	As at March 31, 2025
(i)	EPC sub-contract commitments	-	-
(ii)	Other Commitments towards sub ordinate debts/equity shares in various subsidiaries	-	-

(iii) The BOT/HAM projects of below subsidiary companies has been funded through various credit facility agreements with banks. Against the said facilities availed by the subsidiary companies from the lenders, the Company has executed agreements with respective lenders whereby the Company has committed to hold minimum shareholding and pledge of its holding in the respective subsidiary Company, details of which is as follows:

Name of Subsidiary	% of Non Disposal Undertaking		% of Shares Pledged As at March 31, 2026	% of Shares Pledged As at March 31, 2025
	Upto Commercial Operation Date	After Commercial Operation Date		
Ahmedabad Ring Road Infrastructure Limited	70.00%	45.00%	29%	100.00%
Maharashtra Border Check Post Network Limited	70.00%	51.00%	0.00%	0.00%
Rohtak-Hissar Tollway Private Limited	51.00%	51.00%	51.00%	51.00%
Rohtak Panipat Tollway Private Limited	51.00%	51.00%	51.00%	51.00%
Sadbhav Udaipur Highway Limited	51.00%	30.00%	51.00%	51.00%
Sadbhav Bangalore Highway Private Limited	51.00%	51.00%	51.00%	51.00%
Sadbhav Vidarbha Highway Limited	51.00%	30.00%	51.00%	51.00%
Sadbhav Rudrapur Highway Limited	51.00%	26.00%	51.00%	51.00%
Sadbhav Nainital Highway Limited	51.00%	26.00%	51.00%	51.00%

36. The following are the details of loans and advances in the nature of loans (includes in the nature of sub-ordinate debts) given to subsidiaries, associates and other entities in which directors are interested in terms of regulation 53(F) read together with para A of Schedule V of SEBI (Listing Obligation and Disclosure Regulation, 2015).

Name of Entities	Outstanding amount as at		Maximum amount Outstanding during the year	
	As at March 31, 2026 (INR in Million)	As at March 31, 2025 (INR in Million)	As at March 31, 2026 (INR in Million)	As at March 31, 2025 (INR in Million)
Rohtak Panipat Tollway Private Limited	4,699.79	4,699.79	4,699.79	4,699.79
Rohtak Hissar Tollway Private Limited	2,933.37	2,933.37	2,933.37	2,933.37
Sadbhav Bangalore Highway Private Limited (refer note 45)	-	-	-	-
Sadbhav Udaipur Highway Limited (refer note 41.3)	-	1,470.87	1,470.87	1,473.69
Sadbhav Rudrapur Highway Limited (refer note 41.4)	-	927.11	927.11	927.11
Sadbhav Vidarbha Highway Limited	30.78	30.78	30.78	65.48
Sadbhav Kim Expressway Private Limited	5.05	5.05	5.05	1,247.51

Note: All loans given are interest free including loan given as subordinate debts (in the nature of promoter's contribution) by the Company (as a sponsor) in accordance with the Lender's Loan agreement and Sponsor Support and Equity Contribution agreement with the respective SPV entities.

37. Disclosure of Significant interest in subsidiaries as per Ind AS 27 para 17.

Sr. No.	Name of Entities	Relationship	Place of Business	Ownership %	
				As at March 31, 2026	As at March 31, 2025
1	Ahmedabad Ring Road Infrastructure Limited (ARRIL)	Subsidiary	India	100%	100%
2	Maharashtra Border Check Post Network Limited (MBCPNL)	Subsidiary	India	50.63%	50.63%
3	Rohtak Hissar Tollway Private Limited (RHTPL)	Subsidiary	India	100%	100%
4	Rohtak Panipat Tollway Private Limited (RPTPL)	Subsidiary	India	100%	100%

Sr. No.	Name of Entities	Relationship	Place of Business	Ownership %	
				As at March 31, 2026	As at March 31, 2025
5	Sadbhav Nainital Highway Limited (SNHL)	Subsidiary	India	100%	100%
6	Sadbhav Rudrapur Highway Limited (SRHL)	Subsidiary	India	100%	100%
7	Sadbhav Bangalore Highway Private Limited (SBGHPL)	Subsidiary	India	100%	100%
8	Sadbhav Vidarbha Highway Limited (SVHL)	Subsidiary	India	100%	100%
9	Sadbhav Udaipur Highway Limited (SUDHL)	Subsidiary	India	100%	100%
10	Sadbhav Jodhpur Ring Road Private Limited (SJRRPL)	Subsidiary	India	100%	100%
11	Sadbhav Kim Expressway Private Limited (SKEPL)	Subsidiary	India	100%	100%
12	Sadbhav Infra Solutions Private Limited (SISPL)	Subsidiary	India	100%	100%
13	Sadbhav Maintenance Infrastructure Private Limited (SMIPL)	Subsidiary	India	100%	100%
14	Sadbhav Hybrid Annuity Projects Limited (SHAPL)	Subsidiary	India	100%	100%

38. The Company has met the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. However, in the absence of average net profits in the immediately preceding three years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act.

39. Financial instrument risk management objectives and policies

The Company’s principal financial liabilities comprise borrowings and trade & other payables. The main purpose of these financial liabilities is to finance the Company’s operations as well development and maintenance of SPVs project. The Company’s principal financial assets include investments, trade receivables, other receivables, loans and cash and bank balances, which are been derived directly from its operations.

The Company's activities expose it to market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Board of Directors have overall responsibility for the establishment and oversight of the Company's risk management framework. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company’s activities. The Board of Directors oversee compliance with the Company’s risk management policies and procedures, and reviews the risk management framework.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, investments, trade receivables, loans, other receivables, trade and other payables.

Within the various methodologies to analyse and manage risk, Company has implemented a system based on “sensitivity analysis” on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a parallel shift of 25-basis points of the interest rate yield curves in all currencies

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit & loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and provisions.

The following assumption has been made in calculating the sensitivity analyses:

- The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2026 and March 31, 2025.

(i) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Interest risk arises to the Company mainly from non - current borrowings with variable rates. The Company maintains its borrowings at fixed rate using interest rate swaps to achieve this when necessary. The Company manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. The Company measures risk through sensitivity analysis.

The banks now finance at variable rate only, which is the inherent business risk.

Interest rate sensitivity

The Company is not exposed to interest rate risk because its borrowings in Non convertible debenture carries fixed interest rate.

(ii) Equity price risk

The Company’s non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Reports on the equity portfolio are submitted to the Company’s senior management on a regular basis. The Company’s Board of Directors review and approve all equity investment decisions.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk related to operating activities (primarily trade receivables and other financial assets), financing activities including temporary Investment in mutual fund and other financial instruments.

Trade receivable mainly consist of receivable from related parties. Accordingly, the Company is not exposed to credit risk in relation to Trade receivable.

Credit risk from balances with banks and financial institutions is managed by the Company’s finance department in accordance with the Company’s policy. Investments of surplus funds are made only in accordance with Company policy. The Company monitors the ratings, credit spreads and financial strength of its counterparties. Based on its on-going assessment of counterparty risk, the Company adjusts its exposure to various counterparties. The Company's maximum exposure to credit risk from balance with bank and financial institution as at March 31, 2026 is INR 52.03 million and March 31, 2025 is INR 54.67 million.

(c) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys cash management system. It maintains adequate sources of financing including debt at an optimised cost.

The Company measures risk by forecasting cash flows.

The Company’s approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company’s reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

The table below summarises the maturity profile of the Company’s financial liabilities based on contractual undiscounted payments:

(INR In Million)

Particulars	Total Amount	On Demand	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
As at March 31, 2026						
Non-current borrowings (including current maturities)	1,242.08	-	650.60	-	591.48	
Current borrowings	2,417.54	2,417.54	-	-	-	-
Trade payables	117.96	-	117.96	-	-	-
Other financial liabilities	908.08	-	908.08		-	-
Total	**4,685.66**	**2,417.54**	**1,676.64**	**-**	**591.48**	**-**
As at March 31, 2025						
Non-current borrowings (including current maturities)	3,452.56	-	1,540.57	1,911.99	-	-
Current borrowings	2,574.40	2,574.40	-	-	-	-
Trade payables	194.47	-	194.47	-	-	-
Other financial liabilities	834.57	-	834.57	-	-	-
Total	**7,056.00**	**2,574.40**	**2,569.61**	**1,911.99**	**-**	**-**

40. Capital management

For the purpose of the Company’s capital management, the Company's capital consist of share capital, securities premium, other equity and all other reserves attributable to the equity holders of the Company.

The primary objective of the Company’s capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares. The Company monitors capital using debt equity ratio which is total Borrowings divided by total equity.

The key performance ratios as at 31 March are as follows (Rs. In Million)

	As at March 31, 2026	As at March 31, 2025
Non current borrowings (refer note 16)	1,242.08	3,452.56
Current borrowings (refer note 18)	2,417.54	2,574.40
Total Debts - A	**3,659.62**	**6,026.96**
Equity share capital (refer note 14)	3,522.25	3,522.25
Other equity (refer note 15)	3,035.20	2,637.44
Total Equity - B	**6,557.45**	**6,159.69**
Debt equity ratio (A/B)	**0.56**	**0.98**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowings in the current period.

41. Exceptional items include:

Particulars	Year ended on	
	March 31, 2026	March 31, 2025
Profit on Substitution of concession agreement of Sadbhav Nainital Highway Limited (Refer Note 41.1)	-	9.01
Amount written back on account of Amended Supplementary Debenture Trust Deed (Refer Note 41.2)	-	502.30
Provision/written off for impairment in carrying value of Investment and subordinate debt of Sadbhav Udaipur Highway Limited (Refer Note 41.3)	(336.76)	(1,000.00)
Provision/written off for impairment in carrying value of Investment and subordinate debt and other receivables in Sadbhav Rudrapur Highway Limited (Refer Note 41.4)	(925.60)	-
Waiver of Loan received from Ahmedabad Ring Road Infrastructure Limited (Refer Note 41.5)	2,416.52	-
Total	**1,154.16**	**(488.69)**

41.1 The Company has investments of INR 10.00 million and other receivables of INR 1.32 million as at March 31, 2025 in one of its subsidiary namely Sadbhav Nainital Highway Limited (SNHL or Concessionaire). The National Highways Authority of India (NHAI) at the request of the Company vide its letter dated April 17, 2023, has approved harmonious substitution of concessionaire i.e. SNHL.

Thereafter the Company executed Endorsement Agreement dated July 14, 2023 with the approval of NHAI for harmonious substitution of the SNHL in favour of new Concessionaire for implementation of the project and also entered into Definitive Agreement on August 01, 2023 for substitution of the SNHL with the new SPV nominated by new Concessionaire. In terms of these agreements the project and project assets as defined in the Concession Agreement along with the relevant rights and obligations of the SNHL are transferred to the new concessionaire for substitution of the SNHL in consideration of INR 900 million. Accordingly the Company has written off / written back the balances outstanding relating to SNHL and net amount of INR 22.60 Million and INR 229.02 Million written off and provision for impairment in carrying value of investment in shares of the SNHL amounting to INR 10 million has been made is disclosed as exceptional items in the standalone financial Statements for the year ended March 31, 2024. However subsequently the Company has received back the subdebt of INR 9.01 million which was written off as exceptional items during the year ended March 31, 2025.

41.2 As per the amended and restated Supplementary Debenture Trust Deed dated August 28, 2024 the Company has written back the finance cost to the extent amounting to Rs 502.30 million during the year ended March 31, 2025 and shown under exceptional items in these standalone financial Statements.

41.3 The Company has investments of INR 269.66 million as at March 31, 2026 in one of its subsidiary namely Sadbhav Udaipur Highway Limited (SUDHL or concessionaire) which is engaged in construction, operation and maintenance of infrastructure project under concession agreement with National Highways Authorities of India (NHAI).The subsidiary company has received the Commercial Operation Date (COD) letter from NHAI dated July 19, 2024.

The Company has requested the NHAI & Lenders to allow harmonious substitution in terms of the NHAI Policy circular through a nominated company namely — M/S Gawar Construction Limited (Nominated Company) and the Lenders' Representative, gave its consent for allowing harmonious substitution of SUDHL.

The NHAI vide its letter dated December 27, 2023, conveyed its "InPrinciple" approval for substitution of Original Concessionaire with a new special purpose vehicle to be incorporated by the Nominated Company subject to certain conditions and final approval from the NHAI. The Company has entered into Definative agreement dated March 12, 2025 with Gawar Construction Limited during the year ended March 31, 2025 for harmonious substituion of the project. The Final approval of the NHAI is received and the Company has signed endorsement agreement dated February 27, 2026 with NHAI, Trustee of Lenders and SPV of nominated company. Accordingly all project Assets and Liabilites has been transferred to nominated SPV. The Company has provided for INR 1,000 Millions in the books of accounts and disclosed as an exceptional item in the standalone financial Statements for the year ended March 31, 2025; written off INR 336.76 million towards subordinate debt and made impairment provision of INR 269.66 million towards investment in shares of the SUDHL during the year ended March 31, 2026.

41.4 The Company has investments of INR 10.00 million as at March 31, 2026 in one of its subsidiary namely Sadbhav Rudrapur Highway Limited (SRHL or concessionaire) which is engaged in construction, operation and maintenance of infrastructure project under concession agreement with National Highways Authorities of India ("NHAI" or "the Authority"). There is delay in execution of the work and the Concessionaire has proposed for harmonious substitution of the project with a new SPV to be incorporated by M/s RKCIPL-ARCPL (JV).

The Company has entered into Endorsement Agreement dated February 09, 2026 with NHAI for the harmonious substitution of the Concessionaire with the Nominated SPV namely RKC-ARCPL Rudrapur Highway Private Limited. Accordingly all project assets and liabilites has been transferred to nominated SPV. The Company has written off INR 1,161.65 Millions towards subordinate debt and other receivable and made impairment provision of INR 10 million towards investment in shares of the SRHL in the books of accounts and disclosed as an exceptional item in the standalone financial Statements for the year ended March 31, 2026 .

41.5 During the year ended March 31, 2026, the Company has recognised an exceptional gain of INR 2,416.52 million on account of waiver of loan availed from Ahmedabad Ringroad Infrastructure Limited (ARRIL), a subsidiary of the Company. The waiver has been granted by ARRIL considering that the ARRIL project is nearing completion, which is expected by December 2026, and with the objective of supporting the financial position and overall financial arrangements of the holding company.

42. The Company has investments of INR 217.74 million and subordinate debts of INR 4,688.73 million and trade & other receivables of INR 86.22 millions as at March 31, 2026 in one of the subsidiary namley Rohtak Panipat Tollway Private Limited (RPTPL) which is engaged in construction, operation and maintenance of infrastructure projects under concession agreement with National Highways Authorities of India(NHAI). The net worth of this subsidiary company has fully eroded.

From December 25, 2020 , the toll collection was forcefully suspended due to agitation and protest held by farmers and other unions against agri-marketing laws. Accordingly, the Company was not able to collect toll user fees from December 25, 2020. The Company had sent various communications to authorities for such forceful suspension of toll including revenue loss claim. Accordingly, the Company had issued notice of termination of Concession Agreement to NHAI on July 27, 2021 under Force Majeure Event of Concession Agreement. The Termination Payment and other payments due from NHAI were pending for the long time. The Company had attempted conciliation of the issues of the Project for amicable settlement. Due to non-progress of the same, the Company vide letter dated 27.03.2023 had notified the Conciliation Committee and NHAI regarding the failure of the Conciliation Proceedings. The said matters were referred to Arbitration by the Company. The Company has lodged a total claim amounting to INR 19,379.20 Million relating to termination payment, Force Majeure Costs due to Force Majeure event of Farmer’s Agitation, COVID-19, & Demonetization, and NPV of extension entitled due to Force Majeure event of Farmers agitation and COVID-19. The Arbitral proceedings for the same are completed and the Arbitral Award is declared on 23.01.2025 unanimously, except for Counter Claim of NHAI regarding Premium that one Ld. Arbitrator has rejected it completely. As on the date of the said Majority award, the net awarded amount after deducting all dues of NHAI including Premium works out to INR 10,805.45 millions (principal of INR 7,796.31 millions and interest of INR 3,009.14 millions). The NHAI and Company has challenged the Arbitration Award for respective limited portions against it before Hon’ble Delhi High Court. The matter is sub-judice before the Hon’ble Delhi High Court.

The Arbitration matter of Competing Road was referred to Arbitration. In the said matter, the majority award was passed on May 30, 2023 in favour of NHAI setting aside claims of Company and Minority Award dated 05.06.2023 in favour of Company amounting to INR 8,509.80 Million. The Company has challenged the Majority Award dated 30.05.2023 and filed a petition under Section 34 of Arbitration & Conciliation Act 1996 before the Hon'ble Delhi High Court to set aside the Majority Award dated 30.05.2023. The same is sub-judice before the Hon'ble High Court.

The dispute of claim for additional cost on account of ban of quarrying of stone and loss of toll collection due to delayed issuance of Provisional Certificate was referred to Arbitration. A unanimous Award dated 06.10.2017 by Arbitral Tribunal was awarded in favour of Company amounting to INR 890.20 Million (amount inclusive of costs & interest pendente lite). This Award was challenged by NHAI under Section 34 before the Delhi High Court. The Delhi High Court in its Judgment dated 16.02.2023, wherein one claim is set aside (loss of Toll collection) and one claim was upheld (Additional cost on account of ban of quarry of stone) along with pendente life interest and delayed interests, etc. As per Delhi High court in the judgement dated 16.02.2023, the value of award payable by NHAI to RPTPL as on 15.10.2023 works out to INR 1,211.90 millions. NHAI had challenged the said award under Section 37 before Division Bench of Delhi High Court. The said matter is now withdrawn by NHAI.

NHAI had lodged claim on RPTPL on account of negative Finished Road Level (FRL) which was referred to Arbitration. The Majority Award on 31.10.2020 by Tribunal for amount of INR 203.40 Million was in favour of NHAI. The interest on delayed payment is awarded at 7.4% simple interest, as on 15.10.2023 works out to INR 247.90 Million and further interest thereon. The dissenting note by the Minority of the Tribunal had stated to reject the claim of NHAI. The Company had challenged the said Majority Award under Section 34 before the Delhi High Court. The said matter is now withdrawn by RPTPL on account of ongoing Vivad se Vishwas II scheme.

The Arbitration Award dated 06.10.2017 and Arbitration Award dated 31.10.2020 has been settled through Settlement Agreement dated 20.03.2025 under Vivad se Vishwas II Scheme of Govt. of India for the net settlement amount of about INR. 650 millions which is received by the company during the year.

RPTPL has received intimation letter dated April 08, 2024 from National Asset Reconstruction Company Limited (NARCL) intimating that the deed of assignment dated March 22, 2024 under the provisions of Section 5 of the SARFASI Act, the consortium of lenders except one Lender have assigned/ transferred the outstanding debt /financial assets alongwith underline securities interest, pledge of shares, guarantees, receivables etc charge for such financial assistance granted to RPTPL in favour of NARCL and NARCL acting in its capacity as trustee of NARCL Trust.

Considering the management assessment of probability and tenability of receiving above claims from NHAI as per the terms of concession agreement, the management has assessed that there is no impairment in the carrying value of investments made by the Company in the RPTPL and consequently no provision/adjustment to the carrying value of investments and subordinate debts, loans and advances and trade and other receivables as at March 31, 2026 is considered necessary.

The statutory auditors of the Company have expressed qualified opinion on the Standalone Financial Statements in respect of above as regards recoverable value of Company's investment (including subordinate debt) and loans, trade & other receivable given to RPTPL for the quarter and year ended March 31, 2026.

43. The Company has investments of INR 107.68 million and subordinate debts of INR 2,893.42 million and other receivable of INR 50.12 million as at March 31, 2026 in one of its subsidiary namely Rohtak Hissar Tollway Private Limited (RHTPL) which is engaged in construction, operation and maintenance of infrastructure projects under concession agreement with National Highways Authorities of India. The net worth of this subsidiary company has fully eroded.

    From December 25, 2020 , the toll collection was forcefully suspended due to agitation and protest held by farmers and other unions against agri-marketing laws. Accordingly, the Company was not able to collect toll user fees from December 25, 2020. The Company had sent various communications to authorities for such forceful suspension of toll including revenue loss claim. Accordingly, the Company had issued notice of termination of Concession Agreement to NHAI on July 27, 2021 under Force Majeure Event of Concession Agreement. The Termination Payment and other payments due from NHAI were pending for the long time. The Company had attempted conciliation of the issues of the Project for amicable settlement. Due to non-progress of the same, the Company vide letter dated 27.03.2023 had notified the Conciliation Committee and NHAI regarding the failure of the Conciliation Proceedings. The said matters were referred to Arbitration by the Company. The Company has lodged a total claim amounting to INR 19,287.10 Million relating to termination payment, Force Majeure Costs due to Force Majeure event of farmer's Agitation, COVID-19, & Demonetization, and NPV of extension entitled due to Force Majeure event of Farmers agitation and COVID-19. The NHAI had lodged its Counter Claims amounting to INR 3,665.80 Million. The Company had submitted its reply on such counter claims. The Arbitral proceedings for the same are currently ongoing and the current stage of arbitral proceeding is of Arguments / Rejoinder, which are ongoing.

    Considering the management assessment of probability and tenability of receiving above claims from NHAI as per the terms of concession agreement and communications from NHAI for conciliation, the management has assessed that there is no impairment in the carrying value of investments made by the Company in the RHTPL and consequently no provision/adjustment to the carrying value of Investments and subordinate debts and loans and advances as at March 31, 2026 is considered necessary.

    RHTPL has received intimation letter dated April 08, 2024 from National Asset Reconstruction Company Limited (NARCL) intimating that the deed of assignment dated March 22, 2024 under the provisions of Section 5 of the SARFASI Act, the consortium of lenders have assigned/ transferred the outstanding debt /financial assets alongwith underline securities interest, pledge of shares, guarantees, receivables etc charge for such financial assistance granted to RHTPL in favour of NARCL and NARCL acting in its capacity as trustee of NARCL Trust.

    The statutory auditors of the Company have expressed qualified opinion on the Standalone Financial Statements in respect of above as regards recoverable value of Company's investment (including subordinate debt) given to and loans & other receivables from RHTPL for the quarter and year ended March 31, 2026.

44. The Company has investments of INR 1,011.57 million and subordinate debts of INR 5.05 million as at March 31, 2026; in one of its subsidiary namely Sadbhav Kim Expressway Private Limited (SKEPL or concessionaire) which is engaged in construction, operation and maintenance of infrastructure project under concession agreement with National Highways Authorities of India (NHAI).

    The Company has requested the Authority & Lenders to allow harmonious substitution in terms of the NHAI Policy circular through a nominated Company namely — M/S Gawar Construction Limited (Nominated Company) and the Lenders' Representative addressed to the Authority, gave its consent for allowing harmonious substitution of SKEPL.

    The Authority vide its letter dt, November 03, 2022, conveyed its "InPrinciple" approval for substitution of Original Concessionaire with a new special purpose vehicle to be incorporated by the Nominated Company subject to certain conditions and subject to final approval from the NHAI ("InPrinciple Approval").

    The Company has entered into definitive agreement dated October 17, 2023 for substitution of the Company with the new SPV to be nominated by new concessionaire and also executed endorsement agreement dated January 23, 2024 with the approval of NHAI for harmonious substitution of the Company in favour of new concessionaire for implementation of the project.

    In terms of these agreements, the project and project assets as defined in the Concession Agreement along with the relevant rights and obligations of the Company are transferred to the new concessionaire, as per the provisions of the Concession Agreement, for substitution of SKEPL. The company is expected to receive amount of INR 162.81 million from the SKEPL, hence the impairment provision of INR 853.81 millions was made in the standalone financial Statements for the year ended March 31, 2024.

45. In one of the subsidiary name, Sadbhav Bangalore Highway Private Limited (SBGHPL), the lenders of the subsidiary Company; State Bank of India (SBI) and Bank of India (BOI) have filed a Case No.: OA/422/2023 before the Hon'ble Debts Recovery Tribunal, Ahmedabad (DRT) against the Company and others for recovery of INR 1,112.55 Million being balance outstanding amount as defined in the Definitive Agreement dated 13.02.2023 under the provisions of the Debt Recovery Tribunal (Procedure) Rules, 1993. The Company and others have filed its written submission for challenging the petition filed before Hon'ble DRT. The said matter is sub-judice before the Hon'ble DRT.

    The management believes that the claim is not tenable and consequently no provision is required in respect of this.

46. The Company and Adani Road Transport Limited (ARTL) executed Share Purchase Agreement (SPA) on August 16, 2021 (Amended and restated on January 27, 2022), for sale of its 100% equity shares of Maharashtra Border Check Post Network Limited ("MBCPNL", "concessionaire") a subsidiary of the Company, out of which 49% shares have already been acquired by ARTL.
The Company has investments of INR 258.94 million and Loan receivable of INR 1,503.49 (including Interest of INR 455.20 millions) as at March 31, 2026 in MBCPNL. Government of Maharashtra ("GOM") through the Project Authority i.e., Maharashtra State Road Development Corporation Limited ("MSRDC"), entered into the Concession Agreement ("CA") with MBCPNL. The Concessionaire on June 27, 2025 received a notice of termination of the said Concession Agreement from GOM ("Termination Notice"). MBCPNL has responded on July 11, 2025, asserting that the termination is legally untenable as per the terms of the Concession and Substitution Agreements and not accepted the same. Based on the management assessment, the Company remains confident about the settlement of the above matter including ongoing project related cost variation claim; no provision/adjustment to the carrying value of investments and loans receivables disclosed as assets held for sale for the year ended March 31, 2026 is considered neccessary.

47. The Company has incurred substantial losses over period, and there is significant reduction in the income from operations. Debenture Holders of the Company has initiated legal action against the company demanding payment pursuant to Directed redemption notice. The actual redemption of series B of Debenture is scheduled in July, 2026. The Company is in the process of taking necessary remedial measure in the matter. These factors raise concern about Company's ability to continue as going concern. The management represents that the Company holds investments in 2 Toll Road Projects . The liquidity position of the Company is improving on account of conclusion of stake sale/harmonious substitution of the Subsidiaries till the period ended March 31, 2026. Further on the basis of cashflow projections considering monetisation of assets, realisation of claims and cost control measures, the Company will be able to repay or settle its liabilities as and when they fall due. In view of this, in the opinion of the management the going concern assumption adopted in preparation of these standalone financial Statements is appropriate.

48. Some of the vendors have initiated legal proceeding against the Company for recovery of their dues. The Management contends that in these cases the amount payable in respect of goods and service availed from such vendors is adequately provided in the books of accounts. However, the vendors have claimed additional amount on account of interest etc. which is contested by the Company and according to the management such claims are not tenable and does not require provision in books of accounts. Having regard to this, the management believes that carrying amount of trade payables is fairly valued.

49. Ratios

Sr. No	Ratio	As at 31-Mar-2026	As at 31-Mar-2025	Deviation	Numerator	Denominator	Reason for Deviation if > 25%
1	Current Ratio	0.20	0.24	-19.17%	Current Assets	Current Liabilities	-
2	Debt – Equity Ratio	0.56	0.98	-42.96%	Total Debt	Shareholder's Equity	The decrease in the debt-equity ratio during the current year is attributable to a reduction in total debt and an increase in shareholders' equity. The increase in equity was mainly due to higher profitability arising from exceptional income recognized during the year. Accordingly, the debt-equity ratio improved compared to the previous year.
3	Debt Service Coverage Ratio	(0.05)	(0.02)	118.73%	Earnings available for debt service	Debt Service (Interest+Principal repayments)	Due to exceptional income there is profit in current year results into increase in debt service coverage ratio
4	Return on Equity	0.03	(0.21)	-114.06%	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	Due to exceptional income there is profit in current year resulting into increase in return of equity
5	Inventory Turnover Ratio	N.A	N.A	N.A	Cost of goods sold OR sales	Average Inventory	Inventory Turnover Ratio is not applicable to the Company as it is engaged in the service industry and does not hold inventories.

Sr. No	Ratio	As at 31-Mar-2026	As at 31-Mar-2025	Deviation	Numerator	Denominator	Reason for Deviation if > 25%
6	Trade receivables turnover ratio	-	-	0.00%	Net Credit Sales	Avg. Accounts Receivable	Trade Receivables Turnover Ratio has not been computed as the Company did not undertake operational activities and did not generate any revenue from operations during the year.
7	Trade payables turnover ratio	-	0.10	-100.00%	Net Credit Purchases	Average Trade Payables	Trade Payables Turnover Ratio is not applicable as the Company did not undertake operational activities and did not incur any operating expenses during the year.
8	Net capital turnover ratio	-	-	0.00%	Net Sales	Working Capital	During the current year the Company has not undertaken any operational activities and having no revenue from operations Hence, this ratio is not calculated.
9	Net profit ratio	-	-	0.00%	Net Profit	Net Sales	During the current year the Company has not undertaken any operational activities and having no revenue from operations. Hence, this ratio is not calculated.
10	Return on capital employed	6.77%	-6.89%	-198.29%	Earning before interest and taxes	Tangible networth+Total debt+Deferred tax liabilities	Due to exceptional income there is profit in current year resulting into increase in ratio.
11	Return on investment	N.A	N.A	N.A	{MV(T1) – MV(T0) – Sum [C(t)]}	{MV(T0) + Sum [W(t) * C(t)]}	Investments in subsidiries are held as long-term strategic investments and not for generating regular investment returns. Accordingly this ratio is not calculated.

50. The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. However, the audit trail feature is not available for certain direct changes to database for certain non editable fields/ tables of the accounting software . Further no instance of audit trail feature being tampered with was noted in respect of the accounting software. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

51. Other Regulatory requirements

(i) The Company does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) The Company is not having any outstanding Term loan from Banks, hence the Company is not required to provide QIS to Banks on quarterly basis.

(iii) As on March 31, 2026 there are no unutilised amounts in respect of any issue of securities and long term borrowings from banks and financial institutions. The borrowed funds have been utilised for the specific purpose for which the funds were raised.

(iv) The Company does not have any 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 traded or invested in crypto currency or virtual currency during the financial year.

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

(vii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(viii) The Company has no transaction and or outstanding balance as at March 31, 2026 with the companies struck off under Companies Act, 2013.

(ix) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(x) The Company is not declared as wilful defaulter by any Bank or Financial Institution or Other lenders.

(xi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

(i) 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

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

52. The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 12th August, 2024 approved Employee Stock Options to the eligible employees of the Company and its Subsidiary Companies and Holding Company under Sadbhav Infrastructure Project Limited Employee Stock Option Plan-2024. The said scheme was subsequently approved by the shareholders at the Annual General Meeting held on September 30, 2024. However, as at March 31, 2026, no stock options have been granted under the said Plan.

53. The Ministry of Labour & Employment (MoLE), Government of India, has notified the implementation of four Labour Codes, namely the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, with effect from 21st November 2025 consolidating 29 existing labour laws. The corresponding supporting rules under these codes has been notified in the State of Gujarat.

The impact of New Labour code has resulted in increase in liability of INR 0.48 million has been considered as employee benefit expenses in the standalone financial Statements for the year ended March 31, 2026 as overall impact of the same is not material for the Company.

The Company continues to monitor the development pertaining to new labour code and will evaluate the impact if any on the measurement of the employee benefits liabilities.

54. Previous year comparatives:

(Rs. In Million)

Nature of the reclassification	Figures at previous reporting period end	Reclassification	Figures at current reporting period end
Other Current Financial Assets	540.23	(0.20)	540.43
Other Current Financial Liabilities	834.37	0.20	834.57

The foresaid classification is not considered material on the overall financial Statements and does not have a material effect on the balance sheet at the beginning of the preceeding year.

As per our report of even date

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No. 143236

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Shashin Patel
Executive Chairman and Whole Time Director
DIN: 00048328

Kedar Pandya
Company Secretary
M.No.: A75764

Kaivan K. Vora
Chief Financial Officer
DIN: 11158929

Date: May 27, 2026
Place: Ahmedabad

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report on the Consolidated Financial Statements

To

the Members of Sadbhav Infrastructure Project Limited

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of Sadbhav Infrastructure Project Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Financial Statements and on the other financial information of the subsidiaries, except for the matters described in the "Basis for Qualified Opinion" section of our report, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Group, as at March 31, 2026, their Consolidated profit including other comprehensive income and their Consolidated Cash Flows and Consolidated Statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

1. As detailed in Note 48 & Note 49 to the accompanying Consolidated Financial Statements, with respect to Rohtak Panipat Tollway Private Limited (RPTPL) and Rohtak Hisar Tollway Private Limited (RHTPL), subsidiaries of the Group in which interest on rupee term loan from banks and financial institutions, unsecured loans from group companies as well as interest on deferred premium obligation have not been accounted considering the fact that both subsidiaries have issued termination notices and lenders of both subsidiaries have classified all the secured borrowings as non-performing assets. This has resulted in the understatement of finance cost and the related interest liability and corresponding understatement of losses, amount of which is unascertained.

   The auditors of RPTPL and RHTPL have expressed qualified opinion on the financial statements of RPTPL and RHTPL for the year ended March 31, 2026 & March 31, 2025 vide their Auditor's Report dated May 05, 2026 and May 23, 2025 respectively.

2. As detailed in Note 52 (iii) to the accompanying Consolidated Financial Statements, with respect to Sadbhav Udaipur Highway Limited (SUDHL or concessionaire), subsidiary of the Group in which SUDHL has entered into endorsement agreement for harmonious substitution of the Concessionaire in favor of new concessionaire. Further, information regarding management's plans for undertaking alternative business activities is not available. There exists a material uncertainty that may cast significant doubt on the SUDHL's ability to continue as a going concern therefore it may be unable to realize its assets and discharge its liabilities in the normal course of business.

   The auditors of SUDHL have expressed qualified opinion on the financial statements of SUDHL for the year ended March 31, 2026 & March 31, 2025 vide their independent auditor's report dated May 27, 2026 & May 23, 2025 mentioning about the uncertainty of outcome of harmonious substitution proceedings and lack of other alternate audit evidence.

3. As detailed in Note 53 to the accompanying Consolidated Financial Statements, with respect to Sadbhav Jodhpur Ring Road Private Limited (SJRRPL), subsidiary of the group in which Goods and Service Tax credit receivables are carried in the Balance sheet as at March 31, 2026 at INR 152.15 Million & March 31, 2025 at INR 152.12 Million under Other Current assets. However, during financial year 2025-2026 & 2024-2025, the SJRRPL does not have any business activity, nor are we informed about the management plan for taking up other business activity.

   Hence we are unable to comment about the utilization/realization of such tax credits in foreseeable future.

   We have expressed qualified opinion on the financial statements of SJRRPL for the year ended March 31, 2026 & March 31, 2025 vide our report dated May 26, 2026 & May 23, 2025 respectively.

4. As detailed in Note 54 to the accompanying Consolidated Financial Statements, with respect to Sadbhav Bangalore Highway Private Limited (SBGHPL), subsidiary of the group in which Goods and Service Tax credit receivables are carried in the Balance sheet as at March 31, 2026 at INR 420.68 Million & March 31, 2025 at INR 420.65 Million under the Other Current assets. However, during financial year 2025-2026 & 2024-2025, the SBGHPL does not have any business activity, nor are we informed about the management plan for taking up other business activity.

   The auditors of SBGHPL have expressed qualified opinion on the financial statements of SBGHPL for the year ended March 31, 2026 & March 31, 2025 vide their Auditor's Report dated May 27, 2026 & May 23, 2025 respectively mentioning that they are unable to comment about the utilization/realization of such tax credits in foreseeable future.

5. As detailed in Note 56 to the accompanying Consolidated Financial Statements, with respect to Sadbhav Vidarbha Highway Limited (SVHL), subsidiary of the group in which Goods and Service Tax credit receivables are carried in the Balance sheet as at March 31, 2026 at INR 503.45 Million & March 31, 2025 at INR 504.71 Million under the Other Current assets. However, during financial year 2025-2026 & 2024-2025, the SVHL does not have any business activity, nor are we informed about the management plan for taking up other business activity.

   The auditors of SVHL have expressed qualified opinion on the financial statements of SBGHPL for the year ended March 31, 2026 & March 31, 2025 vide their Auditor's Report dated May 27, 2026 & May 23, 2025 respectively mentioning that they are unable to comment about the utilization/realization of such tax credits in foreseeable future.

6. As detailed in Note 55 to the accompanying Consolidated Financial Statements, with respect to Sadbhav Nainital Highway Limited (SNHL), subsidiary of the group in which Goods and Service Tax credit receivables are carried in the Balance sheet as at March 31, 2026 at INR 118.64 Million and March 31, 2025 at INR 118.57 Million under the Other Current assets. However, during financial year 2025-2026 & 2024-2025, SNHL does not have any business activity, nor are we informed about the management plan for taking up other business activity.

   The auditors of SNHL have expressed qualified opinion on the financial statements of SNHL for the year ended March 31, 2026 & March 31, 2025 vide their Auditor's Report dated May 05, 2026 & May 23, 2025 mentioning that they are unable to comment about the utilization/realization of such tax credits in foreseeable future.

   We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial 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 ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the Consolidated Financial Statements.

Material uncertainty related to going concern

We draw attention to Note no. 68 to the accompanying Consolidated Financial Statements, which indicates that, Group's accumulated losses exceeds paid-up capital and reserves by INR 6,184.88 Million and, as of that date the current liabilities of the Group exceeded the current assets by INR 8,585.76 Million and the Group finds difficulty in meeting obligations of payment to lenders, suppliers and statutory dues. Further, subsidiary companies finds difficulty in meeting obligation of lenders and accounts of some of the subsidiary companies have been classified as Non-Performing Assets. These events or conditions along with other matters as set forth in the said note indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding these matters are also described in the said note.

Emphasis of Matters

We draw attention to:

a. Note No. 48 & 49 to the accompanying Consolidated Financial Statements with respect to preparation of financial statements of Rohtak Panipat Tollway Private Limited (RPTPL) and Rohtak Hissar Tollway Private Limited (RHTPL), subsidiaries of the group, on non-going concern basis on account of issue of termination notice by RPTPL and RHTPL to National Highway Authority of India (NHAI) and consequently following adjustments to carrying value of assets and liabilities considering non going concern basis have been made:

   - transfer of carrying value of intangible assets to claims receivable from NHAI
   - de recognition of major maintenance obligation and premium obligation under concession agreement.
   - The lenders have filed a recovery case before the DRT, Ahmedabad. Subsequently, the consortium has assigned all outstanding debt and related securities to NARCL under a deed of assignment.
   - The majority arbitration award dated January 23, 2025 granted INR. 10,805.45 million in favor of RPTPL, which both parties have challenged before the Hon'ble Delhi High Court. In the Competing Road matter, the majority award dated May 30, 2023 favored NHAI, while a minority award dated June 5, 2023 supported RPTPL's claim of INR. 8,509.80 million; this too is under challenge before the Hon'ble Delhi High Court.

b. Note 58 (ii) to the accompanying Consolidated Financial Statements in respect of accounting of Intangible Asset/ Intangible Assets under Development of INR 2,228.84 million under the Service Concession Arrangement of one of the subsidiaries of the group namely Maharashtra Border Check Post Network Limited (MBCPNL) based upon recommendation made by the project lenders' engineer and technical experts appointed by project authorities. Pending final approval by the Government of Maharashtra, no adjustments are considered necessary in these Consolidated Financial Statements.

c. Note 58 (i) to the accompanying Consolidated Financial Statements in respect of termination notice issued by the Government of Maharashtra to the one of the subsidiaries of the group namely MBCPNL in respect of the Concession Agreement. MBCPNL has contested the termination and based on the assessment, the management of MBCPNL remains confident about the favourable resolution.

d. Note 58 (iii) to the accompanying Consolidated Financial Statements which describes a disruption in Fastag services across all 23 Border Check Posts in one of the subsidiaries of the group namely MBCPNL due to a malicious cyber-attack on September 14, 2025. The management of MBCPNL has implemented manual processes to ensure continuity of revenue collection and has taken necessary steps to recover and reconcile the revenue for the affected period.

e. Note 58 (iv) to the accompanying Consolidated Financial Statements regarding pending adjustments of the outstanding balances relating to legacy transactions pursuant to share purchase agreement dated August 16, 2021 between Adani Road Transport Limited ("ARTL") and Sadbhav Infrastructure Project Limited("SIPL") for acquiring equity shares of one of the subsidiaries of the group namely MBCPNL by ARTL .

f. Note No. 64 to the accompanying Consolidated Financial Statements in respect of Sadbhav Nainital Highway Limited (Concessionaire or SNHL), subsidiary of the Group in which the SNHL has entered into endorsement agreement as at July 14, 2023 for substitution of the SNHL with the new SPV to be nominated by new concessionaire and also executed definitive agreement dated August 01, 2023 with the approval of NHAI for harmonious substitution of the SNHL in favour of new concessionaire for implementation of the project. In terms of these agreements the project and project assets as defined in the

Concession Agreement along with the relevant rights and obligations of the SNHL are transferred to the new concessionaire for substitution of the subsidiary Company in consideration of INR 900 million.

Based on the same; the financial statements of the SNHL are prepared on non-going concern.

g. Note No. 52 (iv) to the accompanying Consolidated Financial Statements in respect of Sadbhav Rudrapur Highway Limited (Concessionaire or SRHL), subsidiary of the Group which entered into an endorsement agreement dated February 09, 2026, with the approval of the National Highways Authority of India (NHAI), RKC-ARCPL Rudrapur Highway Private Limited (new concessionaire), IndusInd Bank Limited (representative of lenders), and NHAI, for substitution of the company by the new concessionaire for implementation of the project. Consequently, the project and related assets and liabilities, together with the relevant rights and obligations of the company, have been transferred to the new concessionaire. As disclosed in the said note, the financial statements of SRHL have been prepared on a non-going concern basis.

h. Note No. 52 (v) to the accompanying Consolidated Financial Statements regarding recognition of an exceptional loss amounting to INR 398.27 million in Sadbhav Kim Expressway Private Limited (SKEPL), a subsidiary of the Group, arising from the sale of business undertaking on a slump sale basis. As per the agreement to sale entered into, the assets and liabilities relating to the SKEPL have been transferred as per the value determined by the valuer in the valuation report. Consequently, the said transaction has resulted in a loss, which has been classified as an exceptional item in the consolidated financial statements.

i. Note No. 62 to the Consolidated Financial Statements regarding corporate guarantee issued by one of the subsidiary; Sadbhav Hybrid Annuity Projects Limited (SHAPL) in respect of Non Convertible Debentures raised by the Holding Company. The debenture holder of the Holding Company have initiated legal proceedings and has also invoked corporate guarantee. An application under the Insolvency and Bankruptcy Code, 2016 has been filed against SHAPL which is currently pending before the National Company Law Tribunal, New Delhi.

The outcome of the said matter is currently uncertain hence no adjustments has been made in the Consolidated Financial Statements.

j. Note No. 57 to the accompanying Consolidated Financial Statements in respect of Sadbhav Bangalore Highway Private Limited (SBGHPL), subsidiary of the Group regarding application filed by State Bank of India & Bank of India against the SBGHPL for recovery of balance outstanding amount which has been challenged by the subsidiary Company on various grounds.

k. Note No. 66 to the accompanying Consolidated Financial Statements, wherein it is stated that balances vendors have claimed additional amount on account of interest etc. which is contested by the Holding Company and according to the management of the Holding Company such claims are not tenable and does not require provision in the books of accounts.

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

In addition to the matters described in the Basis for Qualified Opinion section and Material Uncertainty Related to Going Concern section of our report, we have determined the matters described below to be key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit report furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

Key audit matters	How our audit addressed the key audit matter
Provision and Contingent Liabilities	
The Group is involved in various legal disputes in respect of tax matters and claims from various parties, the outcomes of which are uncertain and may result in significant liabilities. Assessing the risks related to these litigations involves complex assumptions and requires significant judgment, particularly in evaluating uncertainties around the likely outcome of the proceedings and the adequacy of related disclosures in the Consolidated Financial Statements. Given the level of judgment involved, the potential material impact of such litigations, and the complexity of the assessment process, this matter has been identified as a key audit matter. Refer Note No. 40 of the consolidated financial statements	Our audit procedures to address this key audit matter included, but were not limited to the following: • Evaluated the processes and relevant controls established by the Company for identifying legal, tax litigations, and pending proceedings. • Assessed the assumptions used by the Company's legal and tax departments in evaluating potential legal and tax risks, considering legal precedents and rulings in similar matters. • Held inquiries with the Company's legal and tax departments on the status of significant disputes and inspected supporting documentation. • Reviewed the adequacy and appropriateness of disclosures relating to these matters in the notes to the Consolidated Financial Statements. • Considered the requirements of Ind AS 37 to assess whether provisions or contingent liabilities were correctly recognized or disclosed. Reviewed the adequacy and appropriateness of disclosures relating to these matters in the notes to the Standalone Financial Statements.

Receivable from authorities toward various claims (as described in note 13 to the accompanying Consolidated Financial Statements)	
As at March 31, 2026, the Group has recognised INR 22,179.45 million of receivables from authorities towards various claims. The receivables comprise of receivables towards arbitration claim, toll suspension, Termination Payment, Operation & Maintenance claims and toll exemption claim. The assessment of the recoverability of receivables requires significant judgment and hence, this is considered as a key audit matter.	Our audit procedures included but were not limited to: • Inquired status of receivable with the management and understood the management rational of recoverability of such receivable. • Obtained and assessed supporting documents / correspondences with authorities related to such receivable. • Assessed the disclosures made by the Group in relation to this matter. • Assessed the reasonability of judgements exercised and estimates made by management with respect to the amount receivable from authorities and validated them with corroborating evidence.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the Consolidated Financial Statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated 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 Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

When we read the other information report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance to initiate actions applicable in the applicable laws and regulations.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance including other comprehensive income, Consolidated cash flows and Consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and 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 the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

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

Our objectives are to obtain reasonable assurance about whether the Consolidated 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- 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 Holding have adequate internal financial controls system 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 management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

  We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

  From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information in respect of 12 subsidiary companies, whose financial statements reflect total assets (before consolidation adjustments) of INR. 39,262.20 Million as at March 31, 2026, total revenues (before consolidation adjustments) of INR. 5,139.03 Million, total net profit after tax (before consolidation adjustments) INR. 1,171.74 Million, total comprehensive income of (before consolidation adjustments) INR. 1,157.52 Million for the year ended on that date respectively and net cash inflows (before consolidation adjustments) for year ended March 31, 2026 of INR. 431.80 Million.

These financial statements and other financial information have been audited by other auditors, of which financial statements, other financial information and auditors reports have been furnished to us by the management.

Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of such auditors.

Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

a. We / the other auditors whose reports, we have relied upon, have sought and except for the matter described in the Basis for Qualified Opinion paragraph 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 aforesaid Consolidated Financial Statements

b. Except for the matters described in the Basis for Qualified Opinion paragraph above and paragraph (vi) below on reporting under Rule 11 (g), in our opinion proper books of account as required by law relating to preparation of the Consolidated Financial Statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account mentioned for the purpose of preparation of the Consolidated Financial Statements;

d. Except for the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended;

   In our opinion, the matters described in the Basis for Qualified Opinion paragraph above and the going concern matter described in Material Uncertainty Related to Going Concern paragraph above, may have an adverse effect on the functioning of the Group;

e. On the basis of written representations received from the directors of the Holding Company as at March 31, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies incorporated in India, none of the directors of the Group's companies incorporated in India is disqualified as at March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

f. With respect to the adequacy and the operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiary companies incorporated in India, refer to our separate report in "Annexure 1" to this report. Our report expresses a Qualified opinion on operating effectiveness of the Group's internal financial controls with reference to Consolidated Financial Statements.

g. The qualification related to maintenance of accounts and other matters connected therewith with respect to the Consolidated Financial Statements as stated in paragraph "Basis of Qualified Opinion" section, reporting under section 143(3)(b) of the Act and paragraph (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

h. 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries as noted in the 'Other matter' paragraph:

  i. The Consolidated Financial Statements disclose the impact of pending litigations on its Consolidated financial position of the Group – Refer Note 40 to the Consolidated Financial Statements.

  ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2026; and

  iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year ended March 31, 2026.

  iv. a) The respective management of the Holding Company, its subsidiaries and respective auditors of such subsidiaries which are incorporated in India, whose financial statements are audited under the Act have represented to us that to the best of their knowledge and belief, 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 Holding Company, its subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall;

    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiaries "Ultimate Beneficiaries") or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

  b) The respective management of the Holding Company, its subsidiaries incorporated in India, whose financial statements are audited under the Act, have represented to us and respective auditors of such subsidiaries have represented to us that to the best of their knowledge and belief, no funds have been received by the Holding Company, its subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiaries shall

    - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever or on behalf of the Funding Party ("Ultimate Beneficiaries") or
    - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries;

  c) Based on such audit procedures as considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are incorporated in India, whose financial statements are audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

  v. The Holding Company and its subsidiaries have not declared or paid any dividend during the year and have not proposed final dividend during the year.

  vi. As stated in Note 59 to the accompanying Consolidated Financial Statements based on our examination which included test checks and that performed by the respective auditors of subsidiary Companies of the Holding Company which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company and its subsidiary Companies has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated and enabled throughout the year for all relevant transactions recorded in the respective software except that the feature of recording audit trail (edit log) facility was not available at the database level to log any direct data changes to certain noneditable fields/tables of the accounting software other than in case of one of the subsidiary namely Maharashtra Border Check Post Network Limited (MBCPNL) wherein the statutory auditor of MBCPNL are unable to comment whether the audit trail feature was enabled and operated for direct changes to database of underlying accounting software from May 27, 2025 to December 12, 2025.

  Further, during the course of our audit we and the respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with, post enablement of the audit trail facility".

  Based on our audit procedures and the information and explanations provided to us, and based on the respective auditors reports of subsidiaries the Group has duly maintained and preserved the audit trail, as per the applicable statutory requirements for record retention except for audit trail for database level where log any direct data changes is not available with the Holding Company and thirteen (13) subsidiaries. However in case of one of subsidiary named MBCPNL the audit trail of relevant prior years has been preserved for record retention to the extent it was enabled and recorded in those respective years by the MBCPNL as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 2" a statement on the matters specified in paragraph 3(xxi) of the Order.

3. In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Holding Company and its subsidiaries to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number:W100188

Mittali Dakwala
Partner
Membership Number:143236
UDIN: 26143236NBBQWH9754

Place: Ahmedabad
Date: May 27, 2026

Annexure 1 to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Sadbhav Infrastructure Project Limited.

(Referred to in paragraph 1(f) under "Report on Other legal and Regulatory Requirements" section of our report the member of Sadbhav Infrastructure Project Limited of even date)

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of Sadbhav Infrastructure Project Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') as at and for the year ended March 31, 2026, we have audited the internal financial controls with reference to the Consolidated Financial Statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibility of the Management and Board of Directors' for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to the Consolidated Financial Statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). 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 it's business, including adherence to the respective 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 the Financial Statements

Our responsibility is to express an opinion on the Group's internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by ICAI prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements and the Guidance Note issued by 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 Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Consolidated Financial Statements includes obtaining an understanding 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 Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the internal financial controls with reference to the Consolidated Financial Statements.

Meaning of Internal Financial Controls with Reference to the Consolidated Financial Statements

A Company's internal financial control with reference to the Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidate financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Consolidated Financial Statements includes 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 Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls with Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Consolidated 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 over financial reporting with reference to these Consolidated Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses has been identified in the operating effectiveness of the Group's internal financial controls with reference to Consolidated Financial Statements as at March 31, 2026:

- The Group's internal financial control system towards estimating the carrying value of assets and liabilities of subsidiary companies as explained in Note 48, 49, 52 (iii), 53, 54, 55 and 56 to the accompanying Consolidated Financial Statements were not operating effectively which could potentially lead to non adjustments, if any, that may be required to the carrying values of assets and liabilities of subsidiary Companies and its consequential impact on financial performance and financial position in the Consolidated Financial Statements.

- The Holding Company internal process and based on the reports of other auditors of the subsidiary Companies there exists material weaknesses in operating effectiveness over system processing invoices and obtaining balance confirmation from vendors and processing of journal entries into accounting software due to absence of maker checker mechanism which could result into possible adjustments of transactions / balances.

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

  In our opinion and based on the consideration of the report of other auditors on internal financial controls with reference to financial statements of subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements as at March 31, 2026, based on the internal control with reference to the Consolidated Financial Statements established by the group considering the essential components of internal control stated in the Guidance Note issued by ICAI, and, except for the effects/possible effects of material weakness described above on achievement of objective of control, the Group's internal financial controls with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2026.

  We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the Consolidated Financial Statements of the Group ; which are companies covered under the Act, as at and for the year ended March 31, 2026, and these material weaknesses have affected our opinion on the Consolidated Financial Statements of the Group and we have issued a qualified opinion on the Consolidated Financial Statements.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to these Consolidated Financial Statements of the Holding Company, in so far as it relates to twelve subsidiary companies which are the companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies covered under the Act.

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number:W100188

Mittali Dakwala
Partner
Membership Number:143236
UDIN: 26143236NBBQWH9754

Place: Ahmedabad
Date: May 27, 2026

Annexure 2 referred to in paragraph 2 of our report of even date on Other Legal and Regulatory Requirements for the year ended March 31, 2026

Summary of comments and observations given by the respective auditors in the Companies (Auditors Report) Order of the respective holding and subsidiary companies is given hereunder:

In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the Consolidated Financial Statements, have adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO).

Sr. No	Name	CIN	Holding / Subsidiary	Clause number of the CARO report which may have possible adverse impact
1	Sadbhav Infrastructure Project Limited	L45202GJ2007PLC049808	Holding	(vii) (a), (vii) (b), (ix) (a), (ix) (d), (xvii), (xix)
2	Sadbhav Bangalore Highway Private Limited	U45202GJ2016PTC094257	Subsidiary	(vii) (a), (vii) (b), (xvii), (xix)
3	Sadbhav Udaipur Highway Limited	U45309GJ2017PLC097508	Subsidiary	(vii) (a), (vii) (b), (ix) (a), (xvii), (xix)
4	Sadbhav Kim Expressway Private Limited	U42101GJ2018PTC101800	Subsidiary	(xiv) (a), (xix)
5	Sadbhav Vidarbha Highway Limited	U45500GJ2017PLC097040	Subsidiary	(vii) (a), (vii) (b), (xviii), (xix)
6	Sadbhav Hybrid Annuity Projects Limited	U45500DL2018PLC335787	Subsidiary	(iii) (a), (vii) (a), (xvii), (xix)
7	Sadbhav Jodhpur Ring Road Private Limited	U45309GJ2018PTC100367	Subsidiary	(vii) (a), (vii) (b), (xvii), (xix)
8	Sadbhav Infra Solutions Private Limited	U45309GJ2018PTC101821	Subsidiary	(vii) (b), (xvii),
9	Ahmedabad Ring Road Infrastructure Limited	U45203GJ2006PLC048981	Subsidiary	(iii) (a), (iii) (b), (iii) (c), (iii) (f), (vii) (a),(vii) (b), (xiv) (a), (xiv) (b)
10	Sadbhav Rudrapur Highway Limited	U45203GJ2016PLC091774	Subsidiary	(vii) (a), (vii) (b), (xvii),
11	Rohtak-Hissar Tollway Private Limited	U45203GJ2013PTC074446	Subsidiary	(vii) (a), (vii) (b), (ix) (a), (xix)
12	Rohtak-Panipat Tollway Private Limited	U45202GJ2010PTC059322	Subsidiary	(vii) (a), (ix) (a), (xix)
13	Sadbhav Nainital Highway Limited	U45309GJ2016PLC091777	Subsidiary	(vii) (b), (xvii)
14	Sadbhav Maintenance Infrastructure Private Limited	U45309GJ2018PTC101832	Subsidiary	(vii) (a), (vii) (b), (xvii)
15	Maharashtra Border Check Post Network Limited	U45201GJ2009PLC056327	Subsidiary	(vii) (b), (xiv) (a), (xiv) (b)

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number:W100188

Mittali Dakwala
Partner
Membership Number:143236
UDIN: 26143236NBBQWH9754

Place: Ahmedabad
Date: May 27, 2026

Consolidated Balance Sheet as at March 31, 2026

INR In Million

Particulars		Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS				
1 Non-current assets				
(a) Property, plant and equipment		5	3.78	2.61
(b) Investment property		6	8.38	9.41
(c) Goodwill on consolidation		7	265.30	265.30
(d) Other Intangible assets		7	410.48	865.18
(e) Financial assets				
(i) Investments		8	409.68	409.73
(ii) Loans		11	1.43	1,320.39
(iii) Receivable under service concession arrangement		12	-	6,596.86
(iv) Other financial assets		13	0.07	1.72
(g) Deferred tax assets (net)		32	18.72	-
(f) Other non-current assets		14	12.65	4.62
Total non-current assets	**(A)**		**1,130.49**	**9,475.82**
2 Current assets				
(a) Financial assets				
(i) Trade receivables		9	815.14	451.23
(ii) Cash and cash equivalents		10	515.42	283.77
(iii) Bank Balances other than (ii) above		10	206.47	174.70
(iv) Loans		11	1,872.05	1,634.96
(v) Receivable under service concession arrangement		12	-	1,026.33
(vi) Other financial assets		13	24,167.14	23,504.59
(b) Current tax assets (net)		15	29.62	96.94
(c) Other current assets		14	1,442.60	2,136.18
Total Current assets (B)	**(B)**		**29,048.44**	**29,308.70**
Assets classified as held for sale	**(C)**	**47**	**13,239.51**	**13,615.54**
Total Assets	**(A+B+C)**		**43,418.44**	**52,400.06**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital		16	3,522.25	3,522.25
Other equity		17	(9,707.13)	(8,976.31)
Equity attributable to owners of the company			**(6,184.88)**	**(5,454.06)**
Non controlling interest			438.49	(218.18)
Total equity	**(A)**		**(5,746.39)**	**(5,672.24)**
LIABILITIES				
1 Non-current liabilities				
(a) Financial liabilities				
Borrowings		18	591.49	6,419.69
(b) Provisions		23	6.96	7.72
(c) Deferred tax liabilities (net)		32	-	100.28
Total non-current liabilities	**(B)**		**598.45**	**6,527.69**
2 Current liabilities				
(a) Financial liabilities				
(i) Borrowings		19	25,330.27	25,637.77
(ii) Trade payables				
- Total outstanding dues of micro enterprises and small enterprises		20	13.10	12.20
- Total outstanding dues of creditors other than micro enterprises and small enterprises			777.98	1,288.78
(iii) Other financial liabilities		21	10,923.07	10,944.95
(b) Other current liabilities		22	177.23	123.39
(c) Provisions		23	412.55	703.07
(d) Current tax liabilities (net)		24	-	115.49
Total current liabilities	**(C)**		**37,634.20**	**38,825.65**
Liabilities relating to assets classified as held for sale	**(D)**	**47**	**10,932.18**	**12,718.96**
Total Equity and Liabilities	**(A+B+C+D)**		**43,418.44**	**52,400.06**
Material Accounting Policies		1-4		
The accompanying notes are an integral part of these consolidated financial statements.		5 to 70		

As per our report of even date

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No.: 143236

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Shashin Patel
Executive Chairman and whole time director
DIN: 00048328

Kaivan K. Vora
Chief Financial Officer
DIN: 11158929

Kedar Pandya
Company Secretary
M.No.: A75764

Date: May 27, 2026
Place: Ahmedabad

Consolidated Statement of Profit and Loss *for the year ended March 31,2026*

INR In Million

Particulars		Note No.	Year ended March 31, 2026	Year ended March 31, 2025
INCOME				
I	Revenue from operations	25	7,745.58	7,039.55
II	Other income	26	528.40	557.56
III	**Total Income (I+II)**		**8,273.98**	**7,597.11**
IV	**EXPENSES**			
	a. Construction, Toll Plaza & Road Maintenance expense	27	1,719.51	1,716.38
	b. Employee benefits expenses	28	264.47	294.35
	c. Finance costs	29	2,635.02	3,349.10
	d. Depreciation and amortisation expenses	30	1,355.78	1,176.29
	e. Other expenses	31	829.35	698.56
Total expenses			**6,804.12**	**7,234.68**
V	Profit before exceptional item and tax (III - IV)		1,469.86	362.43
VI	**Exceptional items**	**52**	**(845.84)**	**(464.65)**
VII	**Profit /(Loss) before tax (V - VI)**		**624.02**	**(102.22)**
	Tax expense:	32		
	a. Current tax		316.61	298.22
	b. Deferred tax		(157.92)	(58.00)
	c. Adjustment of tax relating to earlier years		14.30	0.12
VIII	**Total tax expense (a+b+c)**		**172.99**	**240.34**
IX	Profit /(Loss) for the year		451.02	(342.56)
X	Other Comprehensive Loss			
	Items that will not be reclassified to profit or loss in subsequent periods:			
	Re-measurement (loss) on defined benefit plans (refer note 37)		(11.95)	(1.27)
Total Other Comprehensive Loss for the year			**(11.95)**	**(1.27)**
XI	**Total Comprehensive Income / (Loss) for the year (net of tax) (IX+X)**		**439.07**	**(343.83)**
	Profit /(Loss) for the year attributable to:			
	Owners of the company		(198.68)	(749.83)
	Non-controlling Interest		649.70	407.27
	Other comprehensive loss attributable to:			
	Owners of the company		(4.98)	(0.70)
	Non-controlling Interest		(6.97)	(0.57)
Total Comprehensive Income / (Loss) for the year attributable to:				
	Owners of the company		(203.66)	(750.53)
	Non-controlling Interest		642.73	406.70
Earning / (Loss) per equity share [Face value of shares INR 10/- (March 31, 2025 - INR 10/-)]				
Basic & diluted (in INR) (Annualised)		36	(0.56)	(2.13)
Material Accounting Policies		1-4		
The accompanying notes are an integral part of these consolidated financial statements.		5 to 70		

As per our report of even date

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No. 143236

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Shashin Patel
Executive Chairman and Whole Time Director
DIN: 00048328

Kedar Pandya
Company Secretary
M.No.: A75764

Kaivan K. Vora
Chief Financial Officer
DIN: 11158929

Date: May 27, 2026
Place: Ahmedabad

A Equity Share Capital

Equity shares of INR 10 each issued, subscribed and fully paid (Note 16)	Number of shares	INR in Million
As at April 1, 2024	**35,22,25,216**	**3,522.25**
Changes in the equity share capital during the year due to prior period errors	-	-
Restated Balance at the the beginning of the year	35,22,25,216	3,522.25
Changes in the equity share capital during the year	-	-
As at March 31, 2025	**35,22,25,216**	**3,522.25**
As at April 1, 2025	**35,22,25,216**	**3,522.25**
Changes in the equity share capital during the year due to prior period errors	-	-
Restated Balance at the the beginning of the year	35,22,25,216	3,522.25
Changes in the equity share capital during the year	-	-
As at March 31, 2026	**35,22,25,216**	**3,522.25**

B Other Equity (INR in million)

Particulars	Equity component of compound financial instrument (Note 17)	Reserve & Surplus				TOTAL	Non Controlling Interest (Refer Note 17)	Total
		Securities premium (Note 17)	Capital reserve (Note 17)	General Reserve (Note 17)	Retained earnings (Note 17)			
As at April 1, 2024	**532.22**	**9,039.27**	**75.80**	**1,154.67**	**(19,993.90)**	**(9,191.95)**	**(624.89)**	**(9,816.84)**
Profit /(Loss) for the year	-	-	-	-	(342.56)	(342.56)		(342.56)
Other comprehensive income								
Remeasurement (losses) on defined benefit plans	-	-	-	-	(1.27)	(1.27)	(0.56)	(1.83)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**(343.83)**	**(343.83)**	**(0.56)**	**(344.39)**
Transfer of amount from non-controlling interest	-	-	-	-	(407.27)	(407.27)	407.27	-
Provision / (Reversal) for Impairment of Investments (Net)	-	-	-	-	966.72	966.72	-	966.72
As at March 31, 2025	**532.22**	**9,039.27**	**75.80**	**1,154.67**	**(19,778.28)**	**8,976.31)**	**(218.18)**	**(9,194.49)**
As at April 1, 2025	**532.22**	**9,039.27**	**75.80**	**1,154.67**	**(19,778.28)**	**8,976.31)**	**(218.18)**	**(9,194.49)**
Profit /(Loss) for the year	-	-	-	-	451.02	451.02		451.02
Other comprehensive income								
Remeasurement (loss) on defined benefit plans	-	-	-	-	(11.95)	(11.95)	6.97	(4.98)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**439.07**	**439.07**	**6.97**	**446.04**
Addition during the year	209.55	-	-	-		209.55		209.55
Transfer of amount from non-controlling interest					(649.70)	(649.70)	649.70	-

Consolidated Statement of Changes in Equity *for the year ended March 31, 2026*

Particulars	Equity component of compound financial instrument (Note 17)	Reserve & Surplus				TOTAL	Non Controlling Interest (Refer Note 17)	Total
		Securities premium (Note 17)	Capital reserve (Note 17)	General Reserve (Note 17)	Retained earnings (Note 17)			
Provision / (Reversal) for Impairment of Investments(Net)	-	-	-	-	(729.74)	(729.74)		(729.74)
As at March 31, 2026	**741.77**	**9,039.27**	**75.80**	**1,154.67**	**(20,718.65)**	**9,707.13)**	**438.49**	**(9,268.64)**

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No. 143236

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Shashin Patel
Executive Chairman and Whole Time Director
DIN: 00048328

Kedar Pandya
Company Secretary
M.No.: A75764

Kaivan K. Vora
Chief Financial Officer
DIN: 11158929

Date: May 27, 2026
Place: Ahmedabad

Consolidated Cash Flows Statement *for the year ended on March 31, 2026*

INR In Million

Particulars			For the year ended March 31, 2026	For the year ended March 31, 2025
(A)	**Cash flows from operating activities**			
	Profit /(Loss) before tax		**624.02**	**(102.22)**
	Adjustments to reconcile profit before tax to net cash flows:			
	Depreciation and amortisation expense		1,355.78	1,176.29
	Provision of Periodic maintenance expenses		68.07	36.46
	Exceptional item		847.25	464.65
	Interest income		(111.79)	(51.14)
	Finance Cost		2,577.14	3,200.15
	Allowances for the Expected Credit Loss		84.97	-
	Liabilities no longer required written back		(158.52)	-
	Unwinding of discount of interest free loan given		(145.02)	(130.65)
	Unrealised Loss in the value of investment		0.05	-
	Unwinding of discount of interest free loan taken		72.39	72.22
	Unwinding of discount on Provision for Major Maintenance Expenses		(14.51)	81.49
	Assets written off		-	7.40
	Loss on sale of Assets		0.08	-
	Dividend Income		(4.98)	-
	Operating Profit before working capital changes		**5,194.93**	**4,754.65**
	Movement in working capital:			
	Decrease in trade receivables (including receivable under service concession)		5,606.73	918.99
	Decrease / (Increase) in other financial assets		(660.90)	1,894.38
	(Increase) in other assets		685.55	456.49
	(Decrease) in trade payables		(351.27)	(66.41)
	(Decrease) in other financial liabilities		(21.88)	(1,377.35)
	Increase / (Decrease) in other liabilities		53.84	(34.11)
	(Decrease) in provisions		(359.35)	(52.48)
	Cash generated from operating activities		**10,147.65**	**6,494.16**
	Direct taxes paid (net of refund received)		(340.16)	(433.84)
	Net cash flow generated from operating activities	**(A)**	**9,807.49**	**6,060.32**
(B)	**Cash flows from Investing activities**			
	Sale of PPE and other intangible assets (including Intangible asset under development)		0.64	-
	Purchase of PPE and other intangible assets (including Intangible asset under development)		(2.40)	-
	Investments in bank deposits		(31.77)	(128.99)
	Loan received		-	0.87
	Short term loan received back / (given) to related party		1,226.88	(937.32)
	Interest received		111.79	51.14
	Assets/(liability) held for Sale		(2,310.29)	(1,976.08)
	Dividend Received		4.98	-
	Net cash flow (used in) investing activities	**(B)**	**(1,000.17)**	**(2,990.38)**
(C)	**Cash flows from Financing activities**			
	Proceeds/(Repayment) of borrowings		(5,926.14)	(854.04)
	Finance cost paid		(2,649.53)	(2,298.62)
	Net cash flows (used in) financing activities	**(C)**	**(8,575.67)**	**(3,152.66)**
	Net Increase / (Decrease) in cash and cash equivalents	**(A+B+C)**	**231.65**	**(82.72)**
	Cash and cash equivalents at beginning of the year		283.77	366.49
	Cash and cash equivalents at end of the year		**515.42**	**283.77**

Consolidated Cash Flows Statement *for the year ended on March 31, 2026*

INR In Million

Particulars		As at March 31,2026	As at March 31,2025
Notes:			
1	**Components of cash and cash equivalents:**		
	Cash on hand	5.50	3.90
	Balances with banks:		
	- In current accounts	509.81	279.76
	- In current accounts - unpaid share application refund money and unclaimed dividend	0.11	0.11
	Cash and cash equivalents at end of the year	**515.42**	**283.77**

2 Statement of Consolidated Cash Flow has been prepared under indirect method as per Indian Accounting Standard - 7 "Cash Flow Statement".

3 **Changes in liabilities arising from financing activities:**

Particulars	April 01, 2025	Net Cash flow	Others	March 31, 2026
Non-current borrowings	6,419.69	(6,135.70)	307.50	591.49
Current borrowings	25,637.77	-	(307.50)	25,330.27
Interest accrued	6,270.72	80.73	-	6,351.45
Total	**38,328.18**	**(6,054.97)**	**-**	**32,273.21**

Particulars	April 01, 2024	Net Cash flow	Others	March 31, 2025
Non-current borrowings	10,926.24	(854.04)	(3,652.52)	6,419.69
Current borrowings	21,985.27	-	3,652.52	25,637.77
Interest accrued	7,226.79	(956.07)	-	6,270.72
Total	**40,138.30**	**(1,810.11)**	**-**	**38,328.18**

4 Figures in brackets represent cash outflows.

As per our report of even date

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No. 143236

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Shashin Patel
Executive Chairman and Whole Time Director
DIN: 00048328

Kedar Pandya
Company Secretary
M.No.: A75764

Kaivan K. Vora
Chief Financial Officer
DIN: 11158929

Date: May 27, 2026
Place: Ahmedabad

1. Company information:

The Consolidated Ind AS Financial Statements comprise of financial statements of Sadbhav Infrastructure Project Limited ('the Company' or 'SIPL') and its subsidiaries (collectively, 'the Group') for the year ended March 31, 2026. The Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the Company is situated at "Sadbhav House", Opp. Law Garden Police Chowki, Ellis bridge, Ahmedabad - 380006.

The Group undertakes road and related infrastructure development projects directly or indirectly through Special Purpose Vehicles (SPVs) as per the concession agreements on BOT or Hybrid Annuity basis. The Company is a subsidiary of Sadbhav Engineering Limited ("SEL"), a company listed on Indian stock exchanges and engaged in providing engineering, procurement and construction services ("EPC") in the road and other infrastructure projects.

The consolidated financial statements were approved for issue in accordance with a resolution of the Board of Directors on May 27, 2026.

2. Basis of preparation:

2.1 The Consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and presentation requirements of Division II of Schedule the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to consolidated financial statements.

The Consolidated financial statements have been prepared on accrual and historical cost basis, except for:

Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments):

The Consolidated financial statements are presented in Indian Rupee ('INR') which is also the Group's functional currency and all values are rounded to the nearest Million (INR 000,000), except when otherwise indicated.

2.2 Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries listed below as at March 31, 2026. Control is achieved when the Company is exposed to, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has;

- Power over the investee (i.e. existing rights that give it the current liability to direct the relevant activities of investee)
- Exposure, or rights to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The Contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. As the financial assets and intangible assets recognized under service concession arrangement are acquired in exchange for infrastructure construction / upgrading services, gains / losses on intra group transactions are treated as realized and not eliminated on consolidation.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The financial statements of each of the subsidiaries used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e. year ended March 31.

Consolidation Procedure:

i. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.

ii. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Goodwill policy explains how to account for any related goodwill.

iii. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group. Profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full, except as stated in point iv. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

iv. The Build, Operate & Transfer (BOT)/ Hybrid Annuity Model (HAM) / Design, Build, Finance, Operate & Transfer (DBFOT) contracts are governed by service concession agreements with government authorities (Grantor). Under these agreements, the operator (Group Companies) which are Special Purpose Vehicles, does not own the Infrastructure assets, but gets toll collection/service fee rights against the construction services rendered. Since the construction revenue earned by the Group companies is considered as exchanged with the grantor against toll collection/service fee rights, profit from such contracts is considered as realized. Accordingly, the intra group transactions on BOT/DBFOT contracts and the profits arising thereon are taken as realized and not eliminated.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flow relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any non-controlling interests
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss

The following entities are considered in the Consolidated Ind AS Financial Statements as well as the Company's voting power in entities listed below:

Sr. No.	Name of Entity	Proportion of Ownership Interest (%)	
		As at March 31, 2026	As at March 31, 2025
1.	Ahmedabad Ring Road Infrastructure Limited (ARRIL)	100%	100%
2.	Maharashtra Border Check Post Network Limited (MBCPNL)	50.63%	50.63%
3.	Rohtak Panipat Tollway Private Limited (RPTPL) (note (ii) below)	100%	100%
4.	Rohtak Hissar Tollway Private Limited (RHTPL) (note (ii) below)	100%	100%
5.	Sadbhav Rudrapur Highway Limited (SRHL)	100%	100%
6.	Sadbhav Nainital Highway Limited (SNHL)	100%	100%
7.	Sadbhav Bangalore Highway Private Limited (SBGHPL)	100%	100%
8.	Sadbhav Udaipur Highway Limited (SUDHL)	100%	100%
9.	Sadbhav Vidarbha Highway Limited (SVHL)	100%	100%
10.	Sadbhav Jodhpur Ring Road Private Limited (SJRRPL)	100%	100%
11.	Sadbhav Maintenance Infrastructure Private Limited (SMIPL)	100%	100%
12.	Sadbhav Kim Expressway Private Limited (SKEPL)	100%	100%
13.	Sadbhav Infrastructure Solutions Private Limited (SISPL)	100%	100%
14.	Sadbhav Hybrid Annuity Project Limited (SHAPL)	100%	100%

Notes:

i. All the above entities have principal nature of activity is Infrastructure and are incorporated in India.

ii. The concession agreements with National Highway Authority of India (NHAI) are terminated in case of these subsidiaries during the FY 2021-22.

3. Summary of material accounting policies

The following are the material accounting policies applied by the group in preparing its consolidated financial statements:

3.1 Business combinations and goodwill/Capital Reserve:

The excess of cost to the group of its investments in subsidiary companies over its share of the equity of the subsidiary companies at the dates on which the investments in the subsidiary companies are made, is recognized as 'Goodwill' being an asset in the Consolidated Financial Statements. This Goodwill is tested for impairment at the close of each financial year. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the group it is recognized as 'Capital Reserve' in the consolidated financial statements.

3.2 Current versus non-current classification

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;

- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in the normal operating cycle;
- Held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle
The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

The Group has identified twelve months as its operating cycle.

3.3 Service concession arrangement
Toll Collection / User fee right (BOT Model):

The Group builds infrastructure assets viz roads / infrastructure facilities under public-to-private Concession Arrangements which it operates and maintains for periods specified in the Concession Arrangements.

Under the Concession Agreements, where the Group has received the right to charge users of the public service, such rights are recognized and classified as "Intangible Assets" in accordance with Appendix D to Ind AS 115. Such right is not an unconditional right to receive consideration because the amounts are contingent to the extent that the public uses the service and thus are recognized and classified as intangible assets. Such an intangible asset is recognized by the Group at cost (which is the fair value of the consideration received or receivable for the construction services delivered) and is capitalized when the project is complete in all respects and when the subsidiary companies receives the completion certificate from the authority as specified in the Concession Agreement. In case of MBCPNL (entity operating multiple border check posts in the state of Maharashtra), each check post is capitalized when the MBCPNL receives completion certificate from the authority. The economics of the project is for the entire length of the road / infrastructure as per the bidding submitted by the Group.

Financial Assets Model
The group recognizes the considerations given by the grantor i.e. National Highway Authority of India ('NHAI') in accordance with Appendix D to Ind AS 115. The group recognizes a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor of the contract for the construction services; the grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law.

Premium capitalization
Under some of the concession agreements, the Group has contractual obligation to pay premium (concession fees) to National Highway Authority of India ("NHAI"), Grantor, over the concession period. Such obligation has been recognized upfront on a discounted basis when the project gets completed as per the Concession Agreements as 'Intangible assets – Toll Collection Right' and corresponding obligation for committed premium is recognized as liabilities.

Amortization
The intangible assets which are recognized in the form of Toll collection / user fee right to charge users of the infrastructure asset are amortized by taking proportionate of actual revenue received for the year over Total Projected Revenue from project to Cost of Intangible assets i.e. proportionate of actual revenue earned for the year over Total Projected Revenue from the Intangible assets expected to be earned over the balance concession period as estimated by the management.

As required, total Projected traffic or revenue are reviewed by the management at the end of each financial year and accordingly, the total projected traffic or revenue is adjusted to reflect any changes in the estimates which lead to the actual number of traffic or revenue at the end of the concession period.

3.4 Revenue from contract with customers
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

i. Toll / check post operation services
Revenue from Toll operation services is recognized over a period as each toll road-user simultaneously receives and consumes the benefits provided by the Group. However, given the short time period over which the group provides road operating services to each road user (i.e. the duration of the time it takes the road user to travel the length of the toll road), the group recognizes toll revenue when it collects the tolls as per rates notified by NHAI / state authorities.

ii. Construction services

Revenue from construction services is recognized over a period as the customer simultaneously receives and consumes the benefits provided by the Group and measure revenue based on input method i.e. revenue recognized on the basis of cost incurred to satisfaction of a performance obligation relative to the total expected cost to the satisfaction of that performance obligation. If the outcome of a performance obligation satisfied over time cannot be reasonably measured, revenue is calculated using the zero-profit method in the amount of the contract costs incurred and probably recoverable.

The total costs of contracts are estimated based on technical and other estimates. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. Contract revenue earned in excess of billing is reflected under as "contract asset" and billing in excess of contract revenue is reflected under "contract liabilities".

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Group performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade receivables

A receivable is recognized if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in Note 3.14 Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

3.5 Other Income

Interest

For financial assets measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Profit or loss on sale of Mutual Fund

Profit or Loss on sale of mutual fund is recorded on transfer of title from the Group and is determined as the difference between the sale price and carrying value of mutual fund and other incidental expenses.

3.6 Exceptional Items

When items of income and expense within statement of profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

3.7 Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost comprises the purchase price, borrowing costs if the recognition criteria are met and directly attributable cost of bringing the assets to its working condition for its intended use. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

All other expenses on existing property plant and equipment, including day-to-day repair and maintenance expenditure are charged to the consolidated statement of profit and loss for the period during which such expenses are incurred.

De-recognition

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss when the asset is de-recognized.

Depreciation

Depreciation on Property, Plant and Equipment is provided on the written down value method basis over useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. When parts of an item of property, plant and equipment have different useful life, they are accounted for as separate items (Major Components) and are depreciated over their useful life or over the remaining useful life of the principal assets whichever is less.

Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment's are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.8 Intangible assets:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortized but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss when the asset is derecognised.

Amortization

Software is amortized over management estimate of its useful life of 3-6 years

The residual value, useful live and method of depreciation of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets under development

Expenditure related to and incurred during implementation of infrastructure project are included under “Intangible Assets under Development”. The same is transferred to the respective intangible assets on completion of project.

3.9 Impairment – Non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the group estimates the asset’s recoverable amount or cash-generating unit’s (CGU). An asset’s recoverable amount is the higher of an asset’s fair value less costs to sell and its value in use. The recoverable amount is determined for an individual asset which is based on the discounting of estimated future cash flows 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. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. When the carrying amount of an asset or CUG exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

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. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecasts calculation (DCF method). These budgets and forecast calculations are generally covering a period of the concession agreements using long terms growth rates applied to future cash flows.

Intangible assets with indefinite useful lives are tested for impairment annually as and when circumstances indicate that the carrying value may be impaired and charges to consolidated statement of profit and loss accounts.

3.10 Investment Property

Investment Property is measured initially at cost including related transaction costs. Such cost comprises the purchase price and borrowing cost if capitalization criteria are met. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. All day-to-day repair and maintenance expenditure are charged to the consolidated statement of profit and loss for the period during which such expenses are incurred.

An Investment property is derecognised either when it has been disposed of or when it has been permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in consolidated statement of profit or loss in the period of derecognition.

Transfers are made to (or from) investment property only when there is a change in use.

3.11 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the year they occur. Borrowing cost consist of interest and other costs that Group incurs in connection with the borrowing of funds as defined in Indian Accounting Standard 23 – Borrowing Cost.

3.12 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of building (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office building that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.13 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a.) Financial assets

I.) Initial recognition and measurement of financial assets

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets that are not at fair value through profit or loss are added to the fair value on initial recognition.

II.) Subsequent measurement of financial assets

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

- Financial assets at amortized cost
- Financial assets at fair value through profit or loss (FVTPL)
- **Financial assets at amortised cost**

  A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- **Debt instruments at amortized cost**

  A 'debt instrument' is measured at the amortized cost if both the above conditions mentioned in "Financial assets at amortized cost" are met. 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 profit or loss.
- **Financial assets at fair value through profit or loss:**

  Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognized in the statement of profit and loss.

  In addition, the group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The group has not designated any debt instrument as at FVTPL.

III.) De-recognition of financial assets

A financial asset is de-recognized when the contractual rights to the cash flows from the financial asset expire or the Group has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

IV.) Impairment of financial assets

The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:
- Trade receivables and
- Other receivables

The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the economic environment.

b.) Financial Liabilities

I.) Initial recognition and measurement of financial liabilities

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

All financial liabilities are recognized initially at fair value, in case of loan and borrowings and payables, fair value is reduced by directly attributable transaction costs.

II.) Subsequent measurement of financial liabilities

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (loans and borrowings)
- **Financial liabilities at fair value through profit or loss**

  Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

  Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses on changes in fair value of such liability are recognized in the Consolidated Statement of Profit and Loss. The group has not designated any financial liability as at fair value through profit and loss.
- **Financial liabilities at amortised cost (Loans and Borrowings)**

  After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized through the EIR amortization process.

  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 as finance costs in the consolidated statement of profit and loss. This category generally applies to borrowings.
- **Compound financial instruments**

  Compound financial instruments are separated into liability and equity components based on the terms of the contract. At inception, the fair value of the liability component is determined using a market rate. This amount is classified as a financial liability measured at amortized cost (net of transaction costs) until it is extinguished on redemption.
- **Financial guarantee contracts**

  Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of Ind AS 115.

III.) Derecognition of financial liabilities

A financial liability (or a part of a financial liability) is derecognized from its balance sheet when the obligation specified in the contract is discharged or cancelled or expired.

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

c.) Offsetting of financial instruments

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

3.14 Fair Value Measurement

The Group measures financial instruments such as derivatives and Investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market price in active markets for identical assets or liabilities
Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable
For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable on yearly basis.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

3.15 Employee Benefits

a.) Short Term Employee Benefits

All employee benefits expected to be settled wholly within 12 months after the end of the reporting period are classified as short-term benefits. Such benefits include salaries, wages, bonus, short term compensation etc. and the same are recognized as an expense in the consolidated statement of profit and loss in the period in which the employee renders the related services.

b.) Post-Employment Benefits

I.) Defined contribution plan

The Group's approved provident fund scheme is defined contribution plans. The Group has no obligation, other than the contribution paid/payable to the provident fund and employee state insurance fund. The Group recognize contribution paid/payable under the provident fund is charged to consolidated statement of profit & loss account during the period in which the employee renders the related service.

II.) Defined benefit plan

The employee's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is measured based on the actuarial valuation using the Projected Unit Credit Method as at the end of each financial year.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

c.) Other employment benefits:

The employee's compensated absences, which is expected to be utilized or encashed within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as result of the unused entitlement that has accumulated at the reporting date. As per Group's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

3.16 Government grants

Government grants are recognized where there is reasonable assurance that grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item. It is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related assets.

3.17 Income tax

Income tax expense comprises current tax and deferred tax.

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with Income tax 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current income tax is recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the balance sheet approach. Deferred tax is recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences excepts when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, unused tax losses and the carry forward of unused tax credit can be utilized excepts when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor taxable profit or loss.

As per provision of Income tax Act 1961, the Group's subsidiaries are eligible for a tax holiday under section 80IA for a block of 10 consecutive assessment years out of 20 years beginning of toll operation. Accordingly, no deferred tax (assets or liabilities) is recognized in respect of temporary difference which reverse during tax holiday period, to the extent such gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing difference which is reverse after the tax holiday period is recognized in the year in which the timing difference originate. However, the Group restricts recognition of deferred tax assets to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. For recognition of deferred tax, the timing difference which originate first are considered to reverse first.

The carrying amount of deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the consolidated statement of profit and loss as current tax for the year. The deferred tax asset is recognized for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the group recognizes MAT credit as an asset, it is created by way of credit to the consolidated statement of profit and loss and shown as part of deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

3.18 Provisions

General

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss, net of reimbursements, if any.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provision are reviewed at each balance sheet and adjusted to reflect the current best estimates.

Contractual obligation to restore the infrastructure to a specified level of serviceability

The Group has contractual obligations to maintain the road / infrastructure to a specified level of serviceability or restore the road / infrastructure to a specified condition before it is handed over to the grantor of the Concession Agreements. Such obligations are measured at the best estimate of the expenditure that would be required to settle the obligation at the balance sheet date. In case of intangible assets, the timing and amount of such cost are estimated and determined by estimated cash flows, expected to be incurred in the year of overlay. Such costs are recognized by charging it to revenue on the basis of units of usage method i.e. on the number of vehicles expected to use the project facility, over the period at the end of which the overlay is estimated to be carried out based on management estimates.

3.19 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements. Contingent liabilities are reviewed at each balance sheet date.

3.20 Premium deferment

Premium deferral (i.e. premium payable less paid after adjusting premium deferment) is aggregated under premium deferred obligation in the balance sheet. The interest payable on the above is aggregated under premium deferral obligation. Interest on premium deferral is charged to the statement of profit and loss.

3.21 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with on original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered as integral part of the Group's cash management.

3.22 Cash dividend distribution to equity holders

The Group recognizes a liability to pay dividend to equity holders of the parent when the distribution is authorized, and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

3.23 Earnings per share

Basic earnings per share is calculated by dividing the profit / loss for the year attributable to equity holders of the parent company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit / loss attributable to equity holders of the parent company by the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.24 Segment reporting

Based on management approach as defined in Indian Accounting Standard 108 – "Operating Segment", Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker for evaluation of Group's performance.

3.25 Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset excluding finance costs and income tax expense.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

4. Significant accounting judgements, estimates and assumption

The preparation of the Group's financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosure, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

4.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Taxes

Deferred tax assets are recognized for unused tax credits to the extent that it is probable that taxable profit will be available against which the credits can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Service concession arrangement – Toll collection / user fee right

The Cash flow model indicates the cash flow to be generated over the project lifecycle. The key inputs of the model comprise of revenue inflows (Toll/user fee), expenses to incurred to earn the revenue, estimations on cost to build and maintain the asset, interest obligations based on financing pattern and other operational efficiencies. These inputs are based on circumstances existing and management judgement / assumption on the future expectations based on current situations. Judgements include management view on expected earnings in future years, changes in interest rates, cost inflation, government policy changes, etc. These input assumptions could affect the reported cash flow from the related assets and accordingly these assumptions are reviewed periodically.

Amortization - Toll collection / user fee right

The intangible assets which are recognized in the form of Toll right to charge users of the infrastructure asset are amortized by taking proportionate of actual revenue received for the year over Total Projected Revenue from project to Cost of Intangible assets. The estimation of total projection revenue requires significant assumption about expected growth rate and traffic projection for future. All assumptions are reviewed at each reporting date.

Provision for periodical Major Maintenance

Provision for periodical Major Maintenance obligations are measured at the best estimate of the expenditure that would be required to settle the obligation at the balance sheet date. The timing and amount of such cost are estimated and determined by estimated cash flows, expected to be incurred in the year of overlay. All assumptions are reviewed at each reporting date.

Revenue from contract with customer

The Group uses the input method for recognize construction revenue. Use of the input method require the group to estimate the efforts or costs expended to the date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress toward completion of performance obligation as there is a direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted performance obligation are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. Due to technical complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

B.) Recent accounting pronouncements

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.

i. Amendments to Ind AS 21 - Lack of exchangeability:

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify 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 require 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.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025.

The amendments do not have any impact on the Group's financial statements.

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

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

In addition, a requirement has been introduced to require disclosure 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. If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the financial statements are approved for issue— not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after April 01, 2025 retrospectively in accordance with Ind AS 8.

The amendments do not have any impact on the Group's Financial Statements.

iii. Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements:

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments do not have any impact on the Group's Financial Statements.

iv. International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12:

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after April 01, 2025, but not for any interim periods ending on or before March 31, 2026.

The amendments do not have any impact on the Group's Financial Statements.

5. Property plant and equipment

(INR in Million)

Particulars	Right to use	Building	Machineries and equipments	Furniture and fixtures	Vehicles	Computers	Office equipments	Total
At Cost								
As at April 01, 2024	**-**	**-**	**92.92**	**1.19**	**10.68**	**10.37**	**5.30**	**120.47**
Addition	-	-	-	-	0.37	1.33	2.23	3.93
Disposal / Adjustment	-	-	(80.49)	(1.14)	-	(3.54)	(1.02)	(86.19)
Transfer to Asset held for sale (refer note 47)	-	-	-	-	(0.37)	(1.33)	(2.23)	(3.93)
As at March 31, 2025	**-**	**-**	**12.43**	**0.05**	**10.68**	**6.83**	**4.28**	**34.29**
Addition	-	-	-	-	2.40	0.20	0.30	2.90
Disposals/ Adjustments	-	-	-	-	(1.45)	(0.08)	-	(1.53)
Transfer to Asset held for sale (refer note 47)		-	-	-	-	(0.20)	(0.30)	(0.50)
As at March 31, 2026	**-**	**-**	**12.43**	**0.05**	**11.63**	**6.75**	**4.28**	**35.16**
Accumulated Depreciation								
As at April 01, 2024	**-**	**-**	**84.69**	**1.00**	**9.01**	**8.72**	**4.77**	**108.21**
Charge for the year	6.77	-	1.72	0.16	1.06	0.72	1.15	11.57
On disposal / adjustment	-	-	(73.97)	(0.95)	(0.03)	(2.96)	(0.94)	(78.85)
Transfer to Asset held for sale (refer note 47)	(6.77)	-	(0.44)	(0.16)	(0.80)	(0.27)	(0.82)	(9.26)
As at March 31, 2025	**-**	**-**	**12.00**	**0.05**	**9.24**	**6.21**	**4.16**	**31.67**
Charge for the year	3.24	-	0.38	0.11	1.38	0.70	0.94	6.75

Particulars	Right to use	Building	Machineries and equipments	Furniture and fixtures	Vehicles	Computers	Office equipments	Total
On disposal / adjustment	-	-	-	-	(1.37)	-	-	(1.37)
Transfer to Asset held for sale (refer note 47)	(3.24)	-	(0.34)	(0.11)	(0.62)	(0.54)	(0.83)	(5.68)
As at March 31, 2026	**-**	**-**	**12.04**	**0.05**	**8.63**	**6.37**	**4.27**	**31.38**
Net Block								
As at March 31, 2025	**-**	**-**	**0.43**	**-**	**1.44**	**0.62**	**0.12**	**2.61**
As at March 31, 2026	**-**	**-**	**0.39**	**-**	**3.00**	**0.38**	**0.01**	**3.78**

Note:

i. Property, plant and equipments have been pledged against non-current borrowings in order to fulfil the collateral requirement for the lenders (refer note 18).

6. Investment property

(INR in Million)

Particulars	Freehold land
At Cost	
As at April 01, 2024	9.41
As at March 31, 2025	**9.41**
Disposal / Adjustment	(1.03)
As at March 31, 2026	**8.38**

Notes:

i. There is no income arising from above investment property. Further, the group has not incurred any expenditure for above property.

ii. The Group has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

iii. The fair value disclosure of investment property is not given as the property is acquired specifically for offering as security for non-current borrowings and based on the information available with the management that there are no material development in the area where land is situated. Accordingly, management believes that there is no material difference in fair value and carrying value of investment property.

iv. The title deeds of immovable property is held in the name of Group.

v. Since the property is in the form of Land, no depreciation is calculated

7. Intangible asset

(INR in Million)

Particulars	Toll collection rights	User fee rights	Computer software	Total	Goodwill on consolidation (refer note (iv) below)
Cost					
As at April 01, 2024	**4,406.85**	**-**	**1.83**	**4,408.68**	**265.30**
Additions		162.60		162.60	-
Less:					
Disposal / Adjustment	-	-	-	-	-
Transfer to Asset held for Sale (refer note 47)	-	(162.60)	-	(162.60)	-
As at March 31, 2025	**4,406.85**	**-**	**1.83**	**4,408.68**	**265.30**
Additions	-	1.52	-	1.52	-
Less:				-	
Disposal / Adjustment	-	(1.05)	-	(1.05)	-
Transfer to Asset held for Sale (refer note 47)	-	(0.47)	-	(0.47)	-
As at March 31, 2026	**4,406.85**	**-**	**1.83**	**4,408.68**	**265.30**
Accumulated Amortisation					
As at April 01, 2024	**3,157.62**	**-**	**1.75**	**3,159.37**	**-**
Transfer from Asset held for Sale (refer note 47)				-	
Charge for the year	384.06	780.65		1,164.71	-
Less:				-	
Disposal / Adjustment on account of:	-	-	0.07	0.07	-
Transfer to Asset held for Sale (refer note 47)	-	(780.65)	-	(780.65)	-
As at March 31, 2025	**3,541.68**	**-**	**1.82**	**3,543.50**	**-**
Charge for the year	454.70	894.33		1,349.03	-
Less:					
Disposal / Adjustment	-	-	-	-	-

Particulars	Toll collection rights	User fee rights	Computer software	Total	Goodwill on consolidation (refer note (iv) below)
Transfer to Asset held for Sale (refer note 47)	-	(894.33)	-	(894.33)	-
As at March 31, 2026	**3,996.38**	**-**	**1.82**	**3,998.20**	**-**
Net Block					
As at March 31, 2025	**865.17**	**-**	**0.01**	**865.18**	**265.30**
As at March 31, 2026	**410.47**	**-**	**0.01**	**410.48**	**265.30**

Notes:

i. Toll collection right has been pledged against non-current borrowings in order to fulfill the collateral requirement of the Lenders (refer note 18).

ii. Refer note 46 for additional disclosure pursuant to Appendix - E to Ind AS 115 - " Service Concession Arrangements" ('SCA').

iii. The aggregate amortisation has been included under depreciation and amortisation expense in the Statement of Profit and Loss.

iv. Goodwill is tested for impairment annually in accordence with the Group's procedure fopr determining the recoverability amount of such assets. Based on the above, no impairment provision is considered necessary as the recoverable value exceeded the carrying value.

8. Investments

INR in Million

	As at March 31, 2026	As at March 31, 2025
Non-current		
Other investments (FVTPL) (quoted)		
57,196 (March 31, 2025: 57,196) fully paid up units of INR 110.81 each in Interise Trust (previously known as IndInfravit Trust)	6.46	6.51
(Market Value of Unit as on March 31, 2026 is INR 113 per unit (March 31, 2025 is INR 113.81 per unit)		
Investment Component of Interest Free Loan Given (Refer Note 39)	403.22	403.22
Total	**409.68**	**409.73**
Aggregate value of non-current investments is as follows:		
Aggregate book value of quoted investments	6.34	6.34
Market value of quoted investments	6.46	6.51
Aggregate amount of unquoted investments	-	-

9. Trade receivables

INR in Million

	As at March 31, 2026	As at March 31, 2025
Secured, considered good	-	-
Unsecured, considered good (refer note 39)	815.14	492.36
Less : Provision for Expected Credit Loss	-	(41.13)
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	-
Total	**815.14**	**451.23**

Notes:

i. No trade or other receivable are due from directors or other officers of the group either severally or jointly with any other person. None of the trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

ii. For terms and conditions relating to related party receivable, refer note 39

iii. Ageing for Trade Receivables

As at March 31, 2026

Sr. No	Particulars	Outstanding for following periods from due date of Payment*						Total
		Not Due	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 years	
1	Undisputed Trade receivables – considered good	-	448.01	365.03	2.10	-	-	815.14
2	Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
4	Disputed Trade receivables – considered good	-	-	-	-	-	-	-

Sr. No	Particulars	Outstanding for following periods from due date of Payment*						Total
		Not Due	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 years	
5	Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	Total	**-**	**448.01**	**365.03**	**2.10**	**-**	**-**	**815.14**
	Less : Provision for Expected Credit Loss							
	Total Trade Receivables							**815.14**

As at March 31, 2025

Sr. No	Particulars	Outstanding for following periods from due date of Payment*						Total
		Not Due	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 years	
1	Undisputed Trade receivables – considered good		458.94	1.05	27.71	-	4.66	492.36
2	Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
4	Disputed Trade receivables – considered good	-	-	-	-	-	-	-
5	Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	Total	**-**	**458.94**	**1.05**	**27.71**	**-**	**4.66**	**492.36**
	Less : Provision for Expected Credit Loss							(41.13)
	Total Trade Receivables							**451.23**

* Date of transaction is considered as due date in case where no due date of payment is specified.

(iv) The movement in change in allowance for expected credit loss

INR in Million

	As at March 31, 2026	As at March 31, 2025
Balance as at beginning of the year	41.13	19.05
Change in allowance for expected credit loss	(41.13)	22.08
Balance as at the end of the year	-	41.13

*The Group has assessed the recoverability of the outstanding trade receivables and is of the opinion that the amount recoverable is not less than the carrying amount recognized in the financial statements. Based on the evaluation of the available information and expected realization of the receivables, no provision for impairment has been considered necessary as at the reporting date.

10. Cash and bank balances

INR in Million

	As at March 31, 2026	As at March 31, 2025
<u>**Cash and Cash Equivalents**</u>		
Cash on hand (refer note (iii) below)	5.50	3.90
Balance with banks:		
In current accounts (refer note (ii) below)	509.81	279.76
In current accounts - unpaid share application refund money and unclaimed dividend	0.11	0.11
Total (A)	**515.42**	**283.77**
Other balances with banks		
Deposits with original maturity of morethan 3 months but less than 12 months	24.87	154.70
Bank Balances with DSRA	181.60	20.00
Total (B)	**206.47**	**174.70**
Total (C=A+B)	**721.89**	**458.47**

Notes:

i. Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

ii. Balances with banks includes balances of INR 449.42 million (March 31, 2025: INR 263.70 million) lying in the Escrow Accounts and Deposits in other balances with banks includes INR 206.47 million (March 31, 2025 174.70 million) which are offered as security against borrowings as per terms of borrowings with the lenders.

iii. Cash on hand includes amount collected towards toll fee / user fee, pending deposit with the bank.

11. Loans (unsecured, considered good)

INR in Million

	As at March 31, 2026	As at March 31, 2025
Non-current		
Loans to employees	1.43	2.06
Loan to related parties	-	1,318.33
Total - A	**1.43**	**1,320.39**
Current		
Loan to related parties	2,919.86	2,682.77
Less :- Transfer to Held for sale (refer Note 47)	(1,048.29)	(1,048.29)
Loan to employees	0.48	0.48
Total - B	**1,872.05**	**1,634.96**
Total A+B	**1,873.48**	**2,955.35**

a. Since all the above loans given by the group are unsecured and considered good, the bifurcation of loans in other categories as required to be disclosed by Schedule III of the Companies Act 2013 viz: a) secured b) loans which have significant increase in credit risk and c) credit impaired is not applicable and accordingly, not disclosed.

b. There is no amount due from director, other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member at anytime during the reporting period.

c. The fair value of non-current loans is not materially different from the carrying value presented.

d. Unsecured Long term Loan given to related party is Interest free and is recoverable on demand / call notice.

12. Receivable under Service concession arrangement (Unsecured, considered good)

INR in Million

	As at March 31, 2026	As at March 31, 2025
Non current		
Receivable under Service concession arrangements (refer note below & note 52)	-	6,596.86
Total (A)	**-**	**6,596.86**
Current		
Receivable under Service concession arrangements (refer note below & note 52)	-	1,026.33
Total (B)	**-**	**1,026.33**
Total (C=A+B)	**-**	**7,623.19**

Notes:

i. Under Service Concession Arrangement (SCA), where a Special Purpose Vehicle (SPV) has acquired contractual rights to receive specified determinable amounts (Annuity) for use of an asset, such amounts are recognised as “Financial Assets” and are disclosed as “Receivable against Service Concession Arrangements”.

ii. Refer note 46 for additional disclosure pursuant to Appendix - E to Ind AS 115 - Service Concession Arrangements ('SCA').

iii. During the year, the project and project assets, along with the related rights and obligations under the concession agreement, were transferred to a new concessionaire pursuant to the substitution of the concessionaire, and the receivable under the Service Concession Arrangement was settled accordingly.

13. Other financial assets (Unsecured, considered good)

INR in Million

	As at March 31, 2026	As at March 31, 2025
Non-current		
Security deposits	0.07	1.72
Total (A)	**0.07**	**1.72**
Current		
Grant receivable from concessionaire authorities	5.97	6.86
Receivable from NHAI- toll collection rights (refer note (i) & (ii) below & refer note 48 & 49))	22,177.15	21,939.69
Receivable towards carve out assets (refer note (iii) below)	14.59	15.06
Receivable from concessionaire authorities towards claims / utility shifting / change in scope etc.	2.30	1,113.02
Receivable from concessionaire authorities towards toll suspension (refer note (iv) below)	-	13.56
Interest receivable from deposit with bank and others (refer note 39)	2.26	139.20

	As at March 31, 2026	As at March 31, 2025
Other receivables	1.97	0.27
Receivable from sale of concession right	1,962.89	123.78
Receivable towards sale of subsidiaries	98.97	157.03
Less :- Expected Credit loss on receivables (refer note (v) below and 31)	(98.97)	(3.88)
Total (B)	**24,167.14**	**23,504.59**
Total (C=A+B)	**24,167.21**	**23,506.31**

INR in Million

The movement in change in allowance for expected credit loss	**As at March 31, 2026**
Balance as at beginning of the year	-
Change in allowance for expected credit loss	98.97
Balance as at the end of the year	98.97

The company has assessed the recoverability of the amounts stated in the standalone financial statements and based on this assessment, has recognised a provision for expected credit loss during the year. The provision reflects Company's estimate of potential credit risk.

Notes:

(i) In case of Rohtak Hissar Tollway Private Limited (RHTPL), the subsidiary company has terminated the concession agreement with NHAI on August 27,2021, by exercising the criteria of 'Event of Defaults' under concession agreement and the toll collection hand over to the NHAI by the Company, the company has filed a claim for Rs. 14,546.77 million as a termination payment and other Claims amounting to Rs. 4,740.41 million (refer note 49) on the account of O&M cost due to force majeure , Covid claim & demonetization claim to the NHAI. In respect of such claims, NHAI has approached to the subsidiary company for settlement of all these claims by way of conciliation proceedingsr, which has been consented by the subsidiary company. Due to non-progress of the same, the Company vide letter dated 24.03.2023 had notified the Conciliation Committee and NHAI regarding the failure of the Conciliation Proceedings. The said matters were referred to Arbitration by the Company on 27.03.2023. The Arbitral proceedings for the same are currently ongoing.

On the basis of the above, the company has transferred the carrying value of intangible asset of INR 9,420.65 million to the other financial assets (i.e. receivable from the NHAI) and the management is of the view that claims are fully recoverable and as a result the receivable from NHAI are shown under other financial assets which is representing the carrying value of Intangible asset till the date of termination doesn't require any impairment suffered by the company due to NHAI defaults under CA.

(ii) In case of Rohtak Panipat Tollway Private Limited (RPTPL), the subsidiary company has terminated the concession agreement with NHAI on July 27,2021, by exercising the criteria of 'Event of Defaults' under concession agreement and the toll collection hand over to the NHAI by the Company, the company has filed a claim for Rs. 15,290.58 million as a termination payment and other Claims amounting to Rs. 4,088.65 million (refer note 48) on the account of O&M cost due to force majeure , Covid claim & demonetization claim to the NHAI. In respect of such claims, NHAI has approached to the subsidiary company for settlement of all these claims by way of conciliation proceedings during the year, which has been consented by the subsidiary company. The Arbitral proceedings for the same are completed and the Arbitral Award is declared on 23.01.2025 unanimously, except for Counter Claim of NHAI regarding Premium that one Ld. Arbitrator has rejected it completely. As on the date of the said Majority award, the net awarded amount after deducting all dues of NHAI including Premium works out to Rs. 10805.45 millions (principal of Rs. 7796.31 millions and interest of Rs. 3009.14 millions). Also he Arbitration Award dated 06.10.2017 and Arbitration Award dated 31.10.2020 has been settled through Settlement Agreement dated 20.03.2025 under Vivad se Vishwas II Scheme of Govt. of India for the net settlement amount of about Rs. 650 millions.

On the basis of the above, the company has transferred the carrying value of intangible asset of INR 12,756.50 million to the other financial assets (i.e. receivable from the NHAI) and the management is of the view that claims are fully recoverable and as a result the receivable from NHAI are shown under other financial assets which is representing the carrying value of Intangible asset till the date of termination doesn't require any impairment suffered by the company due to NHAI defaults under CA.

(iii) Pursuant to the definitive share purchase agreement (SPA) dated 1 July 2019 related to sale of equity share of subsidaries. Certain assets such as land, investment properties and arbitration claim receivable ('carve out assets') do not form part of the equity consideration and hence, all beneficial rights of the same are retained by the group. Accordingly, the group has accounted such carve out assets as receivable from respective entities in these consolidated financial statement.

(iv) Pursuant to demonetisation, concessioning authorities had announced suspension of toll collection at all roads from November 09, 2016 until December 02, 2016. based on subsequent notification and provisions of concession agreement with the relevant authorities, Ahmedabad Ring Road Infrastructure Limited (ARRIL), had claimed and recognised revenue of 41.01 million during the year 2016-17. In earlier year, the company has received the partial claim of Rs 27.45 million out of the total claim of Rs 41.01 towards demontisation. As the amount is outstanding since long, the company has written off the balance receivable of 13.56 millions during the year.

(v) The Group has assessed the recoverability of the amounts stated in the consolidated financial statements and, based on this assessment, has recognised a provision for expected credit loss during the year. The provision reflects Group's estimate of potential credit risk.

14. Other assets (Unsecured, considered good)

INR in Million

	As at March 31, 2026	As at March 31, 2025
Non current		
GST Deposit (refer note 40)	12.62	4.59
Advance income tax	0.03	0.03
Total (A)	**12.65**	**4.62**
Current		
Advance to contractors	0.59	212.76
Prepaid expense	26.10	9.67
Tax credit receivables	1,307.14	1,888.69
GST Deposit (refer note 40)	108.65	25.02
Other assets	0.12	0.05
Total (B)	**1,442.60**	**2,136.18**
Total (C=A+B)	**1,455.25**	**2,140.80**

15. Current tax assets (net)

INR in Million

	As at March 31, 2026	As at March 31, 2025
Advance income tax (Net off Provisions)	29.62	96.94
Total	**29.62**	**96.94**

16. Equity share capital

	As at March 31, 2026		As at March 31, 2025	
	No. of shares	(INR in Million)	No. of shares	(INR in Million)
Authorised share capital				
Equity shares of INR 10 each	40,30,00,000	4,030.00	40,30,00,000	4,030.00
	40,30,00,000	**4,030.00**	**40,30,00,000**	**4,030.00**
Issued, subscribed and fully paid				
Equity shares of INR 10 each	35,22,25,216	3,522.25	35,22,25,216	3,522.25
Total	**35,22,25,216**	**3,522.25**	**35,22,25,216**	**3,522.25**

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

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of shares	(INR in Million)	No. of shares	(INR in Million)
At the beginning of the year	35,22,25,216	3,522.25	35,22,25,216	3,522.25
Outstanding at the end of the year	**35,22,25,216**	**3,522.25**	**35,22,25,216**	**3,522.25**

(b) Terms/rights attached to equity shares:

The Group has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share held.

In the event of liquidation of the Group, the holders of equity shares shall be entitled to receive any of the residual assets of the group, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shares held by the holding company, the ultimate controlling party, their subsidiaries and associates:

Out of equity shares issued by the company, shares held by its holding company, utlimate holding company and their subsidaires / associates is as below:

	As at March 31, 2026		As at March 31, 2025	
	No. of shares	(INR in Million)	No. of shares	(INR in Million)
Sadbhav Engineering Limited, holding company 24,54,21,252 (March 31, 2025: 24,54,21,252) equity shares	24,54,21,252	2,454.21	24,54,21,252	2,454.21

(d) Details of shareholders holding more than 5% shares in the company:

Name of shareholders	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% holding	No. of Shares	% holding
Equity shares of INR 10 each fully paid				
Sadbhav Engineering Limited	24,54,21,252	69.68%	24,54,21,252	69.68%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(e) Shareholding of Promotors

Name of Promoter	No of Shares	% of Total Share	% Change During Period
As at March 31, 2026			
Sadbhav Engineering Limited and its nominees	24,54,21,252	69.68%	0.00%
Shashin Vishnubhai Patel	20,27,484	0.57%	0.00%
Total	**24,74,48,736**	**70.25%**	-
As at March 31, 2025			
Sadbhav Engineering Limited and its nominees	24,54,21,252	69.68%	0.00%
Shashin Vishnubhai Patel	20,27,484	0.57%	149.04%
Total	**24,74,48,736**	**70.25%**	-

17. Other Equity

INR in Million

		As at March 31, 2026	As at March 31, 2025
17.1	**Equity component of compound financial Instruments**		
	Balance at the beginning of the year	532.22	532.22
	Add: Addition during the year (refer note 39)	209.55	-
	Balance at the end of the year	**741.77**	**532.22**

Interest free loan given by Holding Company (Sadbhav Engineering Limited) pursuant to the conversion of Compulsory Convertible Cumulative Preference Shares (CCCPS) into equity shares, whereby Holding Company has given a commitment to keep the loan balance of INR 779.56 Million in the Company for a period of 11 years from the date of conversion of CCCPS i.e. November 27, 2014. Accordingly, this Interest free loan has been separated into liability and equity components based on the terms of the contract and equity components has been accounted under Other Equity and liability component under non-current borrowings (refer note 18). During the year , the repayment period is further extended for 3 years i.e. upto November 27, 2028. Interest on liability component is recognised using the effective interest method.

17.2	**Capital reserve**		
	Balance at the beginning of the year	75.80	75.80
	Balance at the end of the year	**75.80**	**75.80**

The Group has created capital reserve out of acquistion of subsidaries.

17.3	**Securities premium**		
	Balance at the beginning of the year	9,039.27	9,039.27
	Balance at the end of the year	**9,039.27**	**9,039.27**

Securities premium represents the premium received on issue of shares over and above the face value of equity shares. The amount is available for utilisation in accordance with the provisions of the Companies Act, 2013.

17.4	**General Reserve**		
	Balance at the beginning of the year	1,154.67	1,154.67
	Balance at the end of the year	**1,154.67**	**1,154.67**

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer between components of equity and is not an item of other comprehensive income. Items included in General Reserve will not be reclassified subsequently to statement of profit and loss.

17.5	**Retained earning***		
	Balance at the beginning of the year	(19,778.28)	(19,993.90)
	Adjustments during the year		
	Add: Profit /(Loss) for the year	451.02	(342.56)
	Add/(Less): Other comprehensive (Loss) for the year	(11.95)	(1.27)
	Add/(Less): Transfer of amount from non-controlling interest	(649.70)	(407.27)
	Add/(Less): Provision /(Reversal) for Impairment of Investments	(729.74)	966.72
	Balance at the end of the year	**(20,718.65)**	**(19,778.28)**
	Total (17.1+17.2+17.3+17.4+17.5)	**(9,707.13)**	**(8,976.31)**

*Retained earnings are the profits that the Group has earned till balance sheet date, less any transfers to dividends or other distributions paid to shareholders.

18. Non-current borrowings

INR in Million

	As at March 31, 2026	As at March 31, 2025
Secured*		
Redeemable, Non Convertible Debentures		
3,253 Series B Allianz Global Investors GMBH NCD (March 31, 2025: 4060) of INR 1,00,000 each	325.30	405.90
3,253 Series B Ares Infrastructure Debt Asia NCD (March 31, 2025: 4060) of INR 1,00,000 each	325.30	405.90

	As at March 31, 2026	As at March 31, 2025
(Formerly known as AMP Capital Infrastructure Debt Asia)		
Nil Series A1 NCD (March 31, 2025: 16,834) of INR 82,260 each	-	1,384.77
Nil Series A2 NCD (March 31, 2025: 16,566) of INR 82,278 each	-	1,363.02
Term loan from banks	2,807.68	5,333.22
Loan from financial institutions	403.95	451.68
Less : Unamotised Processing Fees	(19.91)	(24.64)
	3,842.32	**9,319.85**
Unsecured		
Liability component of compound financial instrument (refer note 17 & 39)	591.49	728.77
Total (A)	**4,433.81**	**10,048.62**
Less: Current maturities of non-current borrowing* (refer note 19)		
Redeemable, non convertible debentures	650.60	2,313.60
Term Loan from Banks	2,807.68	515.51
Less : Unamotised Processing Fees	(19.91)	
Loan from financial institution	403.95	71.05
Liability component of compound financial instrument (refer note 17 & 39)	-	728.77
Total (B)	**3,842.32**	**3,628.93**
Total non-current borrowings (C=A-B)	**591.49**	**6,419.69**

* Includes the effect of transaction cost paid to Lenders on upfront basis.

The details in respect of non-current borrowings are as under:

A Sadbhav Infrastructure Projects Limited

(i) Borrowings are secured by

(a) 6,506 (March 31, 2025: 8,120) Redeemable , Non Convertible debentures (NCD) are secured by:

(i) The Corporate Guarantee by Sadbhav Engineering Limited ('SEL') (Holding Company); (ii) first ranking charge created by way of hypothecation over the Escrow account and (iii) Pledge over such numbers of Equity shares held by the Company in its subsidiary Companies. Pledge of shares of various subsidiaries are given in table below.

Pledge of Securities for NCDs

PART A – DETAILS OF INITIAL PLEDGED SECURITIES

Sr. No.	Project SPV	As at March 31, 2026			As at March 31, 2025		
		Initial Pledged Securities	Percent of Initial Pledged Securities	Paid up shares	Initial Pledged Securities	Percent of Initial Pledged Securities	Paid up shares
1	Sadbhav Rudrapur Highway Limited (SRHL)	4,89,940	48.99%	10,00,000	4,89,940	48.99%	10,00,000
2	Sadbhav Nainital Highway Limited (SNHL)	4,89,940	48.99%	10,00,000	4,89,940	48.99%	10,00,000
3	Sadbhav Bangalore Highway Private Limited (SBGHPL)	1,51,42,258	49.00%	3,09,02,690	1,51,42,258	49.00%	3,09,02,690
4	Sadbhav Vidarbha Highway Limited (SVHL)	1,26,41,275	49.00%	2,57,98,550	1,26,41,275	49.00%	2,57,98,550
5	Sadbhav Udaipur Highway Limited (SUDHL)	1,32,13,280	49.00%	2,69,66,000	1,32,13,280	49.00%	2,69,66,000
6	Rohtak-Panipat Tollway Private Limited (RPTPL)	10,71,198	48.99%	21,86,445	10,71,198	48.99%	21,86,445
7	Rohtak-Hissar Tollway Private Limited (RHTPL)	52,76,170	49.00%	1,07,68,000	52,76,170	49.00%	1,07,68,000

Part B – Details Of Subsequent Pledged Securities

Sr. No.	Project SPV	March 31, 2026			March 31, 2025		
		Subsequent Pledged Securities	Percent of Subsequent Pledged Securities	Paid up shares	Subsequent Pledged Securities	Percent of Subsequent Pledged Securities	Paid up shares
1	Maharashtra Border Check Post Network Limited (MBCPNL)	2,250	4.50%	50,000	2,250	4.50%	50,000

(ii) Terms of Repayment for:

(a) 6,506 (March 31, 2025 : 8,120) Redeemable , Non Convertible debentures (NCD):

Series of NCDs	No. of NCDs outstanding as at March 31, 2026	Coupon Rate p.a %	Terms of Repayment	Earliest Date of Redemption
Series B	6,506	17.00%	48 months from the 1st deemed date of allotment	July, 2026

*Debenture Holders of the Company has initiated legal action against the company demanding payment pursuant to Directed redemption notice. The actual redemption of series B of Debenture is scheduled in July, 2026. The Company is in the process of taking necessary remedial measure in the matter and also make partial repayment during the year

(iii) Liability Component of Compound Financial Instrument :

Interest free loan given by Promotors (Sadbhav Engineering Limited) pursuant to the conversion of Compulsory Convertible Cumulative Preference Shares (CCCPS) into equity shares, whereby promotors have given a commitment to keep the loan balance of INR 779.56 Million in the Company for a period of 11 years from the date of conversion of CCCPS i.e. November 27, 2014. During the year said loan is further extended for 3 years i.e. upto November 27, 2028. Accordingly, this Interest free loan has been separated into liability and equity components based on the terms of the contract and equity components has been classified in the Other Equity (refer note 17) and liability component in the non-current borrowings. Interest on liability component is recognised using the effective interest method.

B Subsidiary Companies

(i) Rupee Term Loans from banks and other parties availed by subsidiaries are secured by:

(a) <u>ARRIL</u>

(a) Primary Security of

(i) all tangible movable assets both present and future including project assets, Borrower's book debts, operating cash flows, receivables, commissions, revenue of whatever nature and wherever arising present and future intangibles, goodwill, project documents, project contract both present and future. All bank accounts of the borrower including project collection account and escrow accounts

(ii) borrowers rights and interests under all the agreement relating to the project, Letter of credit (if any) and guarantees or performance bond provided by any party for any contract related to the project in favour of the borrower.

(b) Collateral Security of

(i) Agriculture land situated at Kudasan, Gandhinagar.

(ii) Non Agriculture land situated at Kudasan, Gandhinagar.

(iii) 29% equity shares of Ahmedabad Ring Road Infrastruture Limited

(c) Personal Guarantee given by Shashin Vishubhai Patel

(d) Undated Cheque given by Ahmedabad Ring Road Infrastruture Limited and Shashin Vishnubhai Patel amounting to INR 2,260 millions.

(b) <u>SUDHL</u>

1 a first mortgage and charge on all the respective subsidiary's immovable properties, both present and future, save and except the Project Assets;

2 a first charge on all the respective subsidiary's tangible moveable assets, including plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future, save and except the Project Assets;

3 first charge over all accounts of the company including the escrow account and the sub-accounts (or any account in substitution thereof) that may be opened in accordance with Common Rupee Loan Agreement and the Supplementary Escrow Agreement, or any other Project Documents including but not limited to Debt service reserve ('DSR') and Major maintenance reserve ('MMR') and all funds from time to time deposited therein, including those arising out of realisation of receivable and all permitted investments or other securities representing all amounts credited thereto.

4 a first charge on all intangibles assets of the respective subsidiary entity including but not limited to goodwill, rights, undertakings and uncalled capital present and future excluding the Project Assets.

5 a first charge on assignment by way of security in:

- all the right, title, interest, benefits, claims and demands whatsoever of the respective subsidiary entity in the Project documents;

- charge/ assignment on all the intangible assets of the respective subsidiary (other than project assets) including but not limited to goodwill, rights, undertakings, all the right, title, interest, benefits, claims and demands whatsoever of the respective subsidiary in any letter of credit, guarantee including contractor guarantees and liquidated damages and performance bond provided by any party to the Project Documents;
- all the right, title, interest, benefits, claims and demands whatsoever of the respective subsidiary under all Insurance Contracts.

6 pledge of equity shares held by the Company and promoters holding in the respective subsidiary as stipulated in the Loan agreements.

7 the aforesaid mortgages, charges, assignments and guarantees and the pledge of equity shares as stipulated in paragraph 6 above shall in all respects rank pari-passu inter-se amongst the lenders. In accordance with the concession agreement, without any preference or priority to one over the other or others.

8 GECL Facility (Emergency Credit Line Guarantee Scheme)

The GECL facility is secured by 100% credit gurantee from National Credit Gurantee Trustee Company Limited (NCGTC) in addition to second charge on security mentioned in point (i).

(c) **SRHL**

The details of Security in respect of long term borrowings are as under:

first mortgage and charge on all the Company's immovable (investment) properties, both present and future, save and except the Project Assets;

first charge on all the Company's tangible moveable assets, including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future, save and except the Project Assets;

first charge over all accounts of the Company including the Escrow Account and the Sub-Accounts (or any account in substitution thereof) that may be opened in accordance with Common Rupee Loan Agreement and the Supplementary Escrow Agreement, or any other Project Documents including but not limited to DSR and MMR and all funds from time to time deposited therein, including those arising out of realisation of Receivable and all Permitted Investments or other securities representing all amounts credited thereto.

first charge on all intangibles assets of the Company including but not limited to goodwill, rights, undertakings and uncalled capital present and future excluding the Project Assets .

first charge on assignment by way of security in:

- all the right, title, interest, benefits, claims and demands whatsoever of the Company in the Project Documents;
- the right, title and interest of the Company in, to and under all the Clearances;
- all the right, title, interest, benefits, claims and demands whatsoever of the Company in any letter of credit, guarantee including contractor guarantees and liquidated damages and performance bond provided by any party to the Project Documents;
- all the right, title, interest, benefits, claims and demands whatsoever of the Company under all Insurance Contracts.

pledge of 51% (fifty one percent) of the paid up and voting equity share capital of the Company as held by Sadbhav Infrastructure Project Limited, for a year up to repayment of entire borrowings.

the aforesaid mortgages, charges, assignments and guarantees and the pledge of equity shares as stipulated in paragraph 6 above shall in all respects rank pari-passu inter-se amongst the lenders. In accordance with the concession agreement, without any preference or priority to one over the other or others.

(ii) Terms of Repayment of borrowings availed by subsidiaries as at March 31, 2026:

(a) **ARRIL**

a Rupee Term Loans

Term Loan	INR (million)	Int rate	Terms of Repayment	Earliest Date of Redemption
Term loan 1	2,070	IRR 17% p.a.p.m	16 monthly installment of INR 125 million including interest & additional 2 installment payable on 6th & 12th installment	Monthly till November 10, 2026
Term loan 2	190	IRR 17% p.a.p.m	Maximum 16 months	Monthly till November 10, 2026

b Nil (March 31, 2025 : 16,834 & 16,566 Redeemable , Non Convertible debentures (NCD):

Series of NCDs	No. of NCDs issued	Coupon Rate p.a %	Terms of Repayment	Earliest Date of Redemption
Series A1	16,834	20.00%	22 months from the 1st deemed date of allotment	Monthly till June 30, 2026
Series A2	16,566	20.00%	22 months from the 1st deemed date of allotment	Monthly till June 30, 2026

(b) **SUDHL**

Term loan include loans amounting to INR Nil as on March 31, 2026 (March 31, 2025: INR 3,649.14 million) taken from consortium of banks.

The Principal amounts of the Loan is repayable to the lenders in 28 half yearly structured instalments, commencing from the May 31, 2021 on the last day of each half year in the amounts equivalent to the percentage of the total amount of loan as per the amortisation schedule in the loan agreement. Term loans carry interest at bank base rate plus 110 basis point as spread i.e. 9.25% to 11.80% per annum as on March 31, 2026.

SUDHL has signed endorsement agreement date February 27, 2026 with NHAI, Trustee of Lenders and SPV of nominated company. Accordingly all project assets and Liabilites has been transferred to nominated SPV. Accordingly all the Borrowings of the lenders has been fully repaid in March'2026.

(c) SRHL

Term loan include loans amounting to INR 1,924.83 million as on March 31, 2026 (March 31, 2025: INR 2,129.71 million) taken from consortium of lenders.

As per the second amendment agreement to the amended and restated common loan agreement dated 10th January,2021 The Principal Amounts of the Loan to each of the Lenders shall be repayable in 28 structured Bi-Annually instalments, commencing from the July 15, 2020 and last date of Instalment is December 15, 2035. However all the Borrowings of the lenders has been fully repaid in April'2026 i.e. after the balance sheet date but before the singning of this financial statementin.

Term loans carry interest at bank base rate plus spread i.e. 9.50 percent to 11.25 percent per annum as on March 31, 2026.

The SRHL has sined endorsement agreement date February 09, 2026 with NHAI, Lenders and RKC-ARCPL Rudrapur Highway Private Limited (a company incorporated by JV for the project). Accordingly all project assets and Liabilites has been transferred to nominated SPV.

19. Current borrowings

INR in Million

	As at March 31, 2026	As at March 31, 2025
Current Maturities of Long Term Borrowings (Refer Note 18)	3,862.23	2,900.16
Less: Unamorized Processing Fees	(19.91)	-
Current maturities of Liability component of compound financial instrument	-	728.77
Loan repayable on demand to Related parties (unsecured) (refer note 39)	3,917.03	3,887.91
Term Loan from financial institution (Secured) (refer note (i) below)	16,201.82	1,110.77
Term Loan from Banks (Secured) (refer note (i) below)	1,369.10	17,010.16
Total	**25,330.27**	**25,637.77**

Notes:

(i) In case of RHTPL and RPTPL, the accounts has been prepared on non going concern basis as per the accounting policies stated in note no. 2.1 , hence the non current borrowings has been reclassified under current borrowings of INR 9,336.19 million (March 31, 2025 INR 9,336.19 million)and INR 8,234.74 million (March 31, 2025 NR 8,784.74 million) respectively.

(ii) The Lenders of the RHTPL have filed a Case No.: OA/228/2022 before the Hon'ble Debts Recovery Tribunal, Ahmedabad (DRT) against RHTPL and others for recovery of INR 10,854.82 Million.

(iii) The Lenders of the RPTPL have filed a Case No.: OA/353/2023 before the Hon'ble Debts Recovery Tribunal, Ahmedabad (DRT) against RPTPL and others for recovery of INR 10,240.66 million.

(iv) **Terms for repayment of borrowings from related parties (refer note 39)**

SIPL

Loan from Holding company carries interest of 11% p.a. and is repayable on demand/ call notice. And loan from subsidiary company is Interest Free.

RHTPL & RHTPL

loan from related parties are repayable on demand and is Interest Free.

20. Trade payables

INR in Million

	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro and small enterprises (refer note (i) below)	13.10	12.20
Total outstanding dues of creditors other than micro and small enterprises (refer note 39)	777.98	1,288.78
Total	**791.08**	**1,300.98**

Notes:

(i)	Disclosure in respect of Micro and Small Enterprises:		
A	Principal amount remaining unpaid to any supplier as at year end	6.75	6.99
B	Interest due thereon	6.35	5.21
C	Amount of interest paid by the Company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
D	Amount of interest due and payable for the year of delay in making payment [which have been paid but beyond the appointed day during the year] but without adding the interest specified under the MSMED Act	-	-

E	Amount of interest accrued and remaining unpaid at the end of the accounting year	6.35	5.21
F	Amount of further interest remaining due and payable in succeeding years	-	-

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro, Small and Medium Enterprises on the basis of information available with the Group.

(ii) For terms & conditions relating to subsidaries, refer note 39

As at March 31, 2026

Sr. No	Particulars	Outstanding for following periods from due date of Payment*					Total
		Not Due	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME	0.87	306.47	3.26	6.53	155.76	472.89
2	Others	-	148.45	0.00	2.58	154.05	305.09
3	Disputed dues - MSME	-	6.35	-	-	6.75	13.10
4	Disputed dues - Others	-	-	-	-	-	
	Total	**0.87**	**461.27**	**3.27**	**9.11**	**316.56**	**791.08**

As at March 31, 2025

Sr. No	Particulars	Outstanding for following periods from due date of Payment*					Total
		Not Due	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME	-	-	-	-	-	-
2	Others	3.46	338.70	320.30	167.58	458.74	1,288.78
3	Disputed dues - MSME	-	5.21	0.24	-	6.75	12.20
4	Disputed dues - Others	-	-	-	-	-	-
	Total	**3.46**	**343.91**	**320.54**	**167.58**	**465.49**	**1,300.98**

*Date of transaction is considered as due date in case where no due date of payment is specified

21. Other Current Financial Liabilities

INR in Million

	As at March 31, 2026	As at March 31, 2025
Premium obligation to NHAI (refer note (i) below)	3,982.55	3,982.55
Interest accrued to banks & financial institutions	4,488.18	4,416.96
Interest accrued to holding company (refer note 39)	284.83	269.83
Interest accrued and due on NHAI premium obligation	1,578.44	1,578.44
Interest accrued but not due on mobilization advance	-	5.49
Payable towards capital expenditure (refer note 39)	528.16	588.01
Security Deposits	15.79	21.66
Employee emoluments payable	17.43	21.27
Payable towards unclaimed dividend and unpaid share application refund money (refer note (ii) below)	0.12	0.14
Other payable	27.57	60.60
Total	**10,923.07**	**10,944.95**

Notes:

(i) In case of one of the subsidiary, RPTPL, Premium obligation under the Concession Agreement has been deferred by NHAI vide its sanction letter dated June 10, 2014. According to the terms of the sanction letter company shall pay entire deferred premium and interest thereon no later than one year prior to the expiry of the concession period. Amount of premium obligation which has not been deferred are payable in unequal monthly instalments, in terms of the sanction letter, during the concession period. In 2021-22, the project has been terminated (refer note 48). No Premium obligation has been recognised as liability after Termination.

As per the Ministry of Road Transport & Highways policy of National Highway Authorities of India (NHAI), the company is liable to make payment of Interest on Deferment of Premium at Bank Rate + 2% p.a.which is charged to statement of profit & loss account for the year and obligation on the same has been recognised as liabilities till date of Termination.

(ii) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2026 (March 31, 2025: Nil).

22. Other Current Liabilities

INR in Million

	As at March 31, 2026	As at March 31, 2025
Contract liabilities (refer note 38 and 39)	0.16	0.19
Statutory dues payable	167.66	113.79
Security Deposit	9.41	9.41
Total	**177.23**	**123.39**

23. Provisions:

INR in Million

	As at March 31, 2026	As at March 31, 2025
Non current		
Provision for employee benefits - gratuity (refer note 37)	6.96	7.72
Total (A)	**6.96**	**7.72**
Current		
Provision for employee benefits - gratuity (refer note 37)	4.05	5.69
Provision for employee benefits - Leave encashment	2.98	6.60
Provision for periodical major maintenance (refer note 41)	405.52	690.78
Total (B)	**412.55**	**703.07**
Total (C=A+B)	**419.51**	**710.79**

24. Current tax liabilities (net)

INR in Million

	As at March 31, 2026	As at March 31, 2025
Income tax payable (net of advance tax and tax deducted at source)	-	115.49
Total	**-**	**115.49**

25. Revenue from operations

INR in Million

	Year ended March 31, 2026	Year ended March 31, 2025
Revenue from contract with customer (refer note 38)		
Revenue from toll / check post operation services (refer note (ii) below)	7,465.19	6,724.46
Revenue from construction services	234.98	272.71
	7,700.17	**6,997.17**
Other operating revenue (refer note (i) below)	45.41	42.38
Total	**7,745.58**	**7,039.55**

Notes:

(i) Other operating revenue comprises of advertisement income, advisory and project management fees.

(ii) In the case of ARRIL, a subsidiary of the company, Ahmedabad Urban Development Authority (AUDA), has vide resolution passed by its board of directors in the meeting held on October 9, 2017, exempted Light Motor Vehicles (Four Wheelers) from payment of toll, w.e.f October 10, 2017. The AUDA has prepared the policy or modalities for reimbursement to the ARRIL on the basis of actual traffic surveyed by an independent engineer/technical firm appointed by AUDA. ARRIL has recognised revenue of toll collection of INR 857.03 Millions for the year ended March 31, 2026 (March 31, 2025 : INR 816.21 Millions) based on the actual average daily traffic of Light Motor Vehicles (Four Wheelers) during the said period.

26. Other income

INR in Million

	Year ended March 31, 2026	Year ended March 31, 2025
Interest Income on:		
Bank deposits	21.04	52.01
Income tax refund	7.74	4.14
Notional income on financial assets carried at amortised cost	336.13	471.79
Others	-	5.27
Liabilities no longer payable written back	158.52	4.71
Dividend income on investment	0.53	0.60
Miscellaneous income	4.14	17.62
Net gain on fair value changes of financial assets at FVTPL	-	0.17
Profit on sale of assets	0.30	1.25
Total	**528.40**	**557.56**

27. Construction, Toll Plaza & Road Maintenance expense

INR in Million

	Year ended March 31, 2026	Year ended March 31, 2025
Construction contract charges	180.73	39.69
Operation and maintenance charges to sub-contractors	1,282.32	1,400.90
Periodical major maintenance expense (refer note 41)	(119.97)	36.46
Power and fuel	40.49	95.68
Fastage toll collection Charges	30.46	4.76
Other Operating expenses	305.48	138.89
Total	**1,719.51**	**1,716.38**

28. Employee benefit expenses

INR in Million

	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, bonus and other allowances (including managerial remuneration) (refer notes 37 and 39)	229.05	258.05
Contribution to provident and other funds (refer note 37)	14.21	16.49
Gratuity expenses (refer note 37)	7.99	7.81
Staff welfare expenses	13.22	12.00
Total	**264.47**	**294.35**

29. Finance cost

INR in Million

	Year ended March 31, 2026	Year ended March 31, 2025
Interest on:		
Term loans from banks and others	2,200.55	2,681.88
Current borrowings (refer note 39)	285.40	360.07
Mobilization advance	-	0.74
Others	15.74	36.63
Unwinding of discount on		
Provision of major maintenance (refer note 41)	(14.51)	81.49
Interest free loan	72.39	162.75
Other borrowing costs		
Amortization of processing fees	54.94	4.52
Bank charges and other finance costs	20.51	21.02
Total	**2,635.02**	**3,349.10**

30. Depreciation and amortisation expenses

INR in Million

	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on property, plant and equipment (refer note 5)	1,355.78	1,176.29
Total	**1,355.78**	**1,176.29**

31. Other expenses

	INR in Million	INR in Million
	Year ended March 31, 2026	**Year ended March 31, 2025**
Expense related to short term leases incl amortisation expenses on financial assets (refer note 39 and 43)	19.87	14.49
Insurance	25.21	23.38
Rates and taxes	30.10	7.48
Legal and professional fees	386.81	449.18
Communication expense	0.15	0.13
Travelling expenses	0.06	0.06
Auditor's remuneration (refer note below)	4.95	4.73
Director's sitting fees (refer note 39)	0.60	2.77
Cash collection charges	0.61	0.78
Balances Written off	250.82	124.42
Allowances for Expected Credit Loss (refer note 13)	84.97	26.36
Corporate Social Responibility Expense (refer note 51)	16.02	16.70
Miscellaneous expenses	7.47	28.08
Penalty expenses	1.70	-
Total	**829.34**	**698.56**

31.1 Auditor Remuneration

INR in Million

	Year ended March 31, 2026	Year ended March 31, 2025
Fees for Statutory Audit	4.43	4.11
Fees for Tax Audit	0.03	-
Fees for Certification	0.49	0.62
Total	**4.95**	**4.73**

32. Income tax expense

The major components of income tax expense for the year ended March 31, 2026 and March 31, 2025 are as under:

(a) Profit and Loss

INR in Million

		Year ended March 31, 2026	Year ended March 31, 2025
Current tax			
Current income tax charges		316.61	298.22
Adjustment in respect of tax of earlier years		14.30	0.12
	Total (A)	**330.91**	**298.34**
Deferred tax			
Relating to origination and reversal of temporary differences		(157.92)	(58.00)
Total deferred tax charged in the statement of profit and loss	**Total (B)**	**(157.92)**	**(58.00)**
MAT credit utilised against tax payments due for the year		-	-
		(157.92)	**(58.00)**
Tax expense reported in the statement of profit and Loss	**Total (C=A+B)**	**172.99**	**240.34**

(b) A Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

INR in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Accounting profit /(loss) before tax	**624.02**	**(102.22)**
Statutory income tax rate	25.63%	25.63%
Expected income tax expenses	**159.94**	**(26.20)**
Tax effect of adjustments to reconcile expected Income tax expenses to reported income tax expenses		
Tax effect of non deductible items	528.46	-
Tax effect of Timming differences	(27.63)	(56.27)
Tax in respect of earlier years	14.30	12.29
Tax effect of non taxable items	(159.69)	(11.05)
Reversal under section 80IA	(620.09)	(175.98)
Tax losses not recognised due to absence of probable certainty of reversal (refer note (e) below)	277.70	497.55
Income tax expenses as per normal tax rate	**172.99**	**240.34**
Consequent to reconciliation items shown above, the effective tax rate	**27.72%**	**-**

(c) Deferred tax

The movement in deferred tax assets and liabilities during the year ended March 31, 2026 and March 31, 2025

INR in Million

		Opening balance as at April 1, 2025	Deferred tax charges/ (credit) recognised in P&L	Closing balance as at March 31, 2026
		(A)	**(B)**	**(C=A-B)**
i)	Expenditure allowed on payment basis	(671.40)	2.61	(674.01)
ii)	Expenditure allowed over the period	626.38	(206.40)	832.78
iii)	Unused tax losses available for offsetting against future taxable income	(55.26)	84.79	(140.05)
(iv)	Tax credit utilisation under MAT	-	(38.92)	-
	Total deferred tax expenses	**(100.28)**	**(157.92)**	**18.72**
	Net deferred tax assets/(liabilities)			

		Opening balance as at April 1, 2024	Deferred tax charges/ (credit) recognised in P&L	Closing balance as at March 31, 2025
		(A)	**(B)**	**(C=A-B)**
i)	Impact of fair valuation of financial instruments	(201.72)	(201.72)	-
ii)	Accelerated depreciation for tax purpose	0.85	0.85	-
iii)	Expenditure allowed on payment basis	325.09	996.49	(671.40)
iv)	Expenditure allowed over the period	(183.27)	(809.65)	626.38
v)	Expenditure allowed on actual receipt basis	(3.86)	(3.86)	-
vi)	Unused tax losses available for offsetting against future taxable income	(95.37)	(40.11)	(55.26)
	Total deferred tax expenses	**(158.28)**	**(58.00)**	**(100.28)**
	Net deferred tax assets/(liabilities)			

(d) Reconciliation of Deferred tax INR in Million

	Year ended March 31, 2026	Year ended March 31, 2025
Deferred tax Assets /(liabilities) (net)	**18.72**	**(100.28)**

(e) Certain subsidiary companies have carried forward business losses aggregating INR 32,478.73 million (March 31, 2025: INR 34,261.21 million) under the Income Tax Act, 1961, which can be adjusted against taxable profits for limited period of 8 years of the respective year from the date of origin.

Deferred tax asset has not been recognised in respect of these unabsorbed losses as they may not be used to offset taxable profits elsewhere in the Group, which have arisen in subsidiaries that have been loss-making for some time, and there are no reasonable certainty supported by convincing evidence of recoverability in the near future. If the Group were able to recognise all unrecognised deferred tax assets, profit would increase by INR 5,548.58 million (March 31, 2025: INR 6,453.65 million).

(f) The group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

33. A. Disclosure of Financial instruments by category

(INR in Million)

Particulars	Note no.	As at March 31, 2026				As at March 31, 2025			
		FVTPL	FVOCI	Amortized cost	Total Carrying Value	FVTPL	FVOCI	Amortized cost	Total Carrying Value
Financial assets									
Investments	8	6.46	-	403.22	409.68	6.51	-	403.22	409.73
Trade receivables	9	-	-	815.14	815.14	-	-	451.23	451.23
Cash and cash equivalents	10	-	-	515.42	515.42	-	-	283.77	283.77
Other bank balances	10	-	-	206.47	206.47	-	-	174.70	174.70
Loans	11	-	-	1,873.48	1,873.48	-	-	2,955.35	2,955.35
Receivable under service concession arrangements	12	-	-	-	-	-	-	7,623.19	7,623.19
Other financial assets	13	-	-	24,167.21	24,167.21	-	-	23,506.31	23,506.31
Total financial assets		**6.46**	**-**	**27,980.94**	**27,987.39**	**6.51**	**-**	**35,397.77**	**35,404.28**
Financial liabilities									
Non current borrowings	18	-	-	591.49	591.49	-	-	6,419.69	6,419.69
Current borrowings	19	-	-	25,330.27	25,330.27	-	-	25,637.77	25,637.77
Trade payables	20	-	-	791.08	791.08	-	-	1,300.98	1,300.98
Other financial liabilities	21	-	-	10,923.07	10,923.07	-	-	10,944.95	10,944.95
Total financial liabilities		**-**	**-**	**37,635.91**	**37,635.91**	**-**	**-**	**44,303.38**	**44,303.38**

B. Other Notes:

i. The carrying amount of financial assets and financial liabilities measured at amortised cost in the Consolidated Financial Statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

ii. 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.

iii. The carrying value of Group's interest bearing borrowing are reasonable approximations of fair values as the borrowing carry floating interest rate

34. Fair value disclosures for financial assets and financial liabilities

Set out below is a comparison, by class, of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR in Million)

Particulars	Note no.	As at March 31, 2026		As at March 31, 2025	
		Carrying amount	Fair value	Carrying amount	Fair value
Financial assets					
Investments in units of Indinfravit Trust	8	6.34	6.46	6.34	6.51
Total financial assets		6.34	6.46	6.34	6.51
Financial liabilities					
Redeemable, Non-convertible debentures	18	650.60	650.60	3,559.59	3,559.59
Premium obligation under Concession agreement	21	3,982.55	3,982.55	3,982.55	3,982.55
Total financial liabilities		**4,633.15**	**4,633.15**	**7,542.14**	**7,542.14**

(i) The carrying amount of financial assets and financial liabilities measured at amortised cost in the consolidated financial statements are a reasonable approximation of their fair values since the group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

(ii) 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.

(iii) The fair value of premium obligation is calculated by discounting future cash flows using rates as per RBI Bank rate + 2%.

(iv) The carrying value of Group's interest-bearing borrowings are reasonable approximations of fair values as the borrowing carry floating interest rate.

35. Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities which are measured at fair value:

Quantitative disclosures fair value measurement hierarchy for financial assets and financial liabilities as at March 31, 2026 and March 31, 2025:

(INR in Million)

	Note no.	As at March 31, 2026			As at March 31, 2025		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets							
Fair value through profit & loss							
Investments in units of Indinfravit Trust	8	6.46	-	-	6.51	-	-
Liabilities							
Liabilities for which fair values are disclosed							
Redeemable, Non-convertible debentures	18	-	650.60	-	2,747.79	811.80	-
Premium obligation under Concession agreement	21	-	3,982.55	-	-	3,982.55	-

The fair values of the financial assets and financial liabilities included in the level 2 category above has been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

There have been no transfers between level 1 and level 2 during the years.

36. Earnings per share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

INR in Million

		March 31, 2026	March 31, 2025
(Loss) after tax for the year attributable to equity shareholders:	(A)	(198.68)	(749.83)
Number of equity shares at the end of the year		35,22,25,216	35,22,25,216
Weighted average number of equity shares for basic and diluted EPS	(B)	35,22,25,216	35,22,25,216
Nominal value of equity shares		10	10
Basic and diluted earning /(loss) per share	**(A/B)**	**(0.56)**	**(2.13)**

37. Employee benefits disclosure

A Defined contribution plans:

The following amount recognised as expenses in statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

INR in Million

	March 31, 2026	March 31, 2025
Contribution to provident funds, employee state insurance & Other funds	14.21	16.49
Total	**14.21**	**16.49**

B Defined benefit plans - Gratuity benefit plan:

The Group has a Gratuity benefit plan. Every employee who has completed five years or more of service gets a gratuity on the termination of his employment at 15 days salary (last draw salary) for each completed year of service. The present value of obligation in respect of gratuity is determined based on actuarial valuation using the Project Unit Credit Method as prescribed by the Indian Accounting Standard - 19. Gratuity has been recognised in the financial statement as per details given below:

INR in Million

		March 31, 2026	March 31, 2025
Cost charged to statement of profit and loss (Excluding amount of subsidiaries sold during the year)			
Current service cost		5.14	4.95
Past service cost		0.51	-
Interest cost		2.34	2.86
Sub-total included in statement of profit and loss	**Total**	**7.99**	**7.81**
Remeasurement losses/(gains) in other comprehensive income (Excluding amount of subsidiaries sold during the year)			
Actuarial loss/(gain) due to change in financial assumptions		9.73	1.01
Actuarial loss/(gain) due to change in demographic assumptions		2.39	-
Actuarial loss/(gain) due to experience changes		(0.17)	0.26
Sub-total included in other comprehensive income	**Total**	**11.95**	**1.27**
Reconciliation of net defined benefit obligation			
Reconciliation of defined benefit obligations as at beginning of the year			
Defined benefit obligations as at beginning of the year		**46.78**	**43.66**
Cost charged to statement of profit and loss		7.99	7.81
Remeasurement (gains)/losses in other comprehensive income		11.95	1.27
Benefit paid		(6.17)	(5.96)
Defined benefit obligation of subsidiaries sold during the year		-	-
	Sub total	**60.55**	**46.78**
Defined benefit obligation pertaining to asset held for sale		(49.51)	(33.34)
Defined benefit obligations as at end of the year	**Total (A)**	**11.04**	**13.44**
Reconciliation of fair value of plan assets			
Plan asset as at beginning of the year		0.03	0.03
Interest Income		-	-
Return on plan assets excluding amounts included in interest income		-	-
Benefits paid		-	-
Plan asset as at end of the year	**Total (B)**	**0.03**	**0.03**
Net Defined benefit obligations as at end of the year	**Total (C=A-B)**	**11.01**	**13.41**
Current		4.05	5.69
Non-current		6.96	7.72

The principal assumptions used in determining above defined benefit obligations for the Group's plans are shown below:

	March 31, 2026	March 31, 2025
Discount rate	6.60%	6.60%
Salary Growth rate	6.00%	6.00%
Withdrawal rate	15% at younger ages, reducing to 3% at older ages	15% at younger ages, reducing to 3% at older ages
Mortality rate	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

A quantitative sensitivity analysis for significant assumption is as shown below:

INR in Million

Particulars	Sensitivity level	March 31, 2026	March 31, 2025
Discount rate	0.50% increase	(3.00)	(2.78)
	0.50% decrease	2.68	2.49
Salary Growth Rate	0.50% increase	2.66	2.47
	0.50% decrease	(2.94)	(2.72)
Attrition Rate	10% increase	2.16	2.21
	10% decrease	(1.11)	(1.12)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The estimates of the future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Since the obligation is unfunded, there is no Assets-Liability Matching strategy device for the plan. Accordingly, there is no expected contribution in the next annual reporting period reported.

C Maturity Profile of the Defined Benefit Obligation

	INR in Million March 31, 2026
2027	1.77
2028	1.06
2029	0.60
2030	1.67
2031	1.14
2032 - 2036	2.79

	INR in Million March 31, 2025
2026	3.40
2027	1.10
2028	1.26
2029	0.59
2030	1.48
2031-2035	3.31

D Other employee benefits:

Salaries, wages and bonus include provision made as per actual basis in respect of accumulated leave encashment / compensated absences, bonus and leave travel allowance of INR 17.35 million (March 31, 2025 INR 19.40 million)

38. Revenue from contract with customers

38.1 Disaggregated revenue information

Set out below is the disaggregation of theGroup's revenue from contracts with customers: (INR in Million)

	Year ended March 31, 2026	**Year ended March 31, 2025**
Type of service rendered		
Revenue from toll / check post operation services	7,465.19	6,724.46
Revenue from construction services	234.98	272.71
Total revenue from contracts with customers	**7,700.17**	**6,997.17**
Place of service rendered		
India	7,700.17	6,997.17
Total revenue from contracts with customers	**7,700.17**	**6,997.17**
Timing of revenue recognition		
Services transferred over time	7,700.17	6,997.17
Total revenue from contracts with customers	**7,700.17**	**6,997.17**

38.2 Contract balances

(INR in Million)

	March 31, 2026	**March 31, 2025**
Contract assets	-	-
Contract liabilities	0.16	0.19

38.3 Performance obligation

Information about the Group's performance obligations are summarised below:

a. Toll and Checkpost operation services

The performance obligation is satisfied over time as each toll road-user simultaneously receives and consumes the benefits provided by the Group. Given the short time period over which the group provides road operating services to each road user (i.e. the duration of the time it takes the road user to travel the length of the toll road), the Group recognises toll revenue when it collects the tolls.

b. Construction services

The performance obligation is satisfied over time as the assets is under control of customer and they simultaneously receives and consumes the benefits provided by the Group. The Group received progressive payment toward provision of construction services.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at March 31 are, as follows:

(INR in Million)

	Year ended March 31, 2026	Year ended March 31, 2025
Within one year	-	295.38
More than one year	-	221.54

38.4 Reconciliation of the amount of revenue recorded in Consolidated statement of Profit and loss is not required as there are no adjustments to the contracted price.

39. Related Party disclosures

Related party disclosures as required under the Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" are given below:

(a) Name of Related Parties and related party relationship

Related Parties where control exists:

Holding Company	Sadbhav Engineering Limited (SEL)

(b) Related parties with whom transactions have taken place:

Fellow Subsidiary	Sadbhav Gadag Highway Private Limited (SGHPL)
Entities in which Key Managerial Personnel of subsidiary having significant interest	Adani Electricity Mumbai Limited (AEML)
	Adani Road Transport Limited (ARTL)
Key management personnel (KMP) of the Company	Mr. Shashin V. Patel, Chairman and Executive Director
	Mr. Jatin Thakkar, Executive Director and Chief Financial Officer (CFO) (upto September 30, 2025)
	Mr. Dwigesh Joshi, Non-Executive Director (w.e.f March 15, 2023) (upto April 08, 2024)
	Mr. Kaivan Vora, Chief Financial Officer (w.e.f. May 27, 2026)
	Mr. Sandip Patel, Independent Director (upto September 04, 2024)
	Mr. Arun Kumar Patel, Independent Director (upto October 21, 2024)
	Mr. Tarang M Desai, Independent Director (w.e.f. August 12, 2024)
	Mr. Siddharth Vyas, Non-Executive Director (upto September 04, 2025)
	Mr. Ambalal Patel, Independent Director (w.e.f. Septemebt 30, 2024)
	Mrs. Shefaliben Patel, Independent Director (w.e.f. July 06, 2024)
	Mr. Hardik Modi, Company Secretary (upto February 12, 2025)
Key management personnel (KMP) of the Subsidiary Companies	Mr. Shashin V. Patel, Director of the subsidiary company
	Mr. Jatin Thakkar, Managing Director of Subsidiary *
	Mr. Mahendrasinh Chavda, Director of Subsidiary
	Mr. Purushottambhai Patel, Director of Subsidiary
	Mr Rajat Mondal, Director of Subsidiary
	Mr. Varun Patel, Director of Subsidiary**
	Mr. Mohit Aggarwal, Director of Subsidiary**
	Mr. Arun Kumar Patel, Independent Director of Subsidiary
	Mrs. Shefali Manojbhai Patel, Independent Director
	Ms Sejal Desai, Company Secretary of Subsidiary *
	Ms Dhrupa Thakkar, Company Secretary of Subsidiary
	Mr. Tarang Madhukar Desai, Independent Director
	Mr. Hitesh Chelani, Chief Financial Officer of Subsidiary
	Mr. Kaivan Vora, Chief Financial Officer of Subsidiary
	Ms. Radhika Tanna, Company Secretary (w.e.f.February 19, 2026)**

* Resigned during the Financial year 2025-26 from the respective companies

** Joined during the Financial year 2025-26

(c) Transactions with related parties during the year (INR in Million)

Sr. No	Particulars	Holding		Fellow Subsidiary		Entities in which Key Managerial Personnel having substanially interest		Key Management Personnel	
		Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025
1	**Current borrowings taken**								
	SEL	665.28	604.85	-	-	-	-	-	-
2	**Current borrowings repaid (including interest)**								
	SEL	660.81	556.63	-	-	-	-	-	-
	ARTL	-	-	-	-	250.00	-	-	-
3	Interest expense								
	SEL	357.67	270.37	-	-	-	-	-	-
	ARTL	-	-	-	-	360.26	374.86	-	-
4	**Loan given**								
	SEL	361.24	1,982.41	-	-	-	-	-	-
5	**Loan received back**								
	SEL	1587.50	1,941.23	-	-	-	-	-	-
6	**Availment of Services**								
	SEL	1,237.05	1,041.93	-	-	-	-	-	-
	AEML	-	-	-	-	2.17	3.91	-	-
	ARTL	-	-	-	-	240.00	240.00	-	-
7	**Mobilization, Material & Other Advances given**								
	SEL	-	-	-	-	-	-	-	-
8	**Mobilization, Material & Other Advances adjusted against EPC**								
	SEL	-	-	-	-	-	-	-	-
9	**Interest on mobilization advance / claim**								
	SEL	-	5.27	-	-	-	-	-	-
10	**Rent, reimbursement and allocation of expenses**								
	SEL	13.70	(14.54)	-	-	-	-	-	-
	SGHPL	-	-	-	(1.95)	-	-	-	-
11	**Sitting fees**								
	Shashin V Patel	-	-	-	-	-	-	-	0.20
	Arunkumar Patel	-	-	-	-	-	-	0.03	0.27
	Sandip Patel	-	-	-	-	-	-	-	0.23
	Daksha Shah	-	-	-	-	-	-	-	0.23
	Purushottam Patel	-	-	-	-	-	-	-	0.35
	Jignasu Dixit	-	-	-	-	-	-	-	0.28
	Rajat Mondal	-	-	-	-	-	-	-	0.25
	M S Chavda	-	-	-	-	-	-	-	0.24
	Girish Patel	-	-	-	-	-	-	-	0.05
	Tarang Madhukar Desai	-	-	-	-	-	-	0.20	0.34
	Ambalal C Patel	-	-	-	-	-	-	0.20	0.15
	Shefali Manojbhai Patel	-	-	-	-	-	-	0.22	0.31
	Jatin Thakkar	-	-	-	-	-	-	-	0.04
12	Remuneration								
	Shashin Patel	-	-	-	-	-	-	17.63	17.63
	Mahendrasinh Chavda	-	-	-	-	-	-	2.64	2.71

Sr. No	Particulars	Holding		Fellow Subsidiary		Entities in which Key Managerial Personnel having substanially interest		Key Management Personnel	
		Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2026	Year ended March 31, 2025
	Purshottam B Patel	-	-	-	-	-	-	-	3.03
	Rajat Mondal	-	-	-	-	-	-	4.60	4.16
	Sejal Desai	-	-	-	-	-	-	-	1.01
	Jatin Thakkar	-	-	-	-	-	-	5.26	11.04
13	**Notional Interest on Interest Free Loan Given**								
	SEL	145.02	130.65	-	-	-	-	-	-
14	**Investment Component of Interest Free Loan Given**								
	SEL	209.55	-	-	-	-	-	-	-
15	**Balances Written Off**								
	SEL	117.20	-	-	-	-	-	-	-

(d) Balances of related parties at the year end: (INR in Million)

Sr. No	Particulars	Holding		Fellow Subsidiary		Entities in which Key Managerial Personnel having substanially interest		Key Management Personnel	
		As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
1	**Mobilisation and other advances paid against contract**								
	SEL	-	368.30	-	-	-	-	-	-
2	**Interest receivable against Mobilization advance**								
	SEL	-	133.70	-	-	-	-	-	-
3	Interest payable								
	SEL	394.93	284.91	-	-	-	-	-	-
	ARTL	-	-	-	-	29.23	31.73	-	-
4	**Trade payable (including capital payables and retention money)**								
	SEL	1,027.85	1,253.02	-	-	-	-	-	-
5	**Current Borrowings**								
	SEL	3,917.03	4,007.58	-	-	-	-	-	-
	ARTL	-	-	-	-	3,320.10	3,750.10	-	-
6	**Loan Given**								
	SEL	1,871.57	2,952.81	-	-	-	-	-	-
7	**Advances given**								
	ARTL	-	-	-	-	212.40	188.80	-	-
8	**Interest free unsecured loan (Equity and liability components less finance cost recognised till date reporting date)**								
	SEL(refer note 17)	591.48	728.77	-	-	-	-	-	-
9	Trade Receivable								
	SEL	0.36	0.36	-	-	-	-	-	-
	Investment Component of Interest Free Loan Given								
	SEL	403.21	403.21	-	-	-	-	-	-
10	**Security Deposit given**								
	AEML *	-	-	-	-	0.01	0.01	-	-
11	**Remuneration payable**								
	Jatin Thakkar	-	-	-	-	-	-	-	0.88
	Shashin Patel	-	-	-	-	-	-	-	1.42
12	**Sitting Fees payable**								
	Shashin V Patel	-	-	-	-	-	-	0.01	0.08
	Daksha Shah	-	-	-	-	-	-	-	0.08
	Arunkumar Patel	-	-	-	-	-	-	0.01	0.01
	P B Patel	-	-	-	-	-	-	-	0.11

	Jignasu Dixit	-	-	-	-	-	-	0.01	0.09
	Rajat Mondal	-	-	-	-	-	-	-	0.11
	M S Chavda	-	-	-	-	-	-	0.01	0.08
	Tarang Madhukar Desai	-	-	-	-	-	-	0.19	0.18
	Ambalal C Patel	-	-	-	-	-	-	0.09	0.14
	Shefali Manojbhai Patel	-	-	-	-	-	-	0.10	0.18
	Jatin Thakkar	-	-	-	-	-	-	-	0.02

* Security deposit given as at March 31, 2026 INR 7,580/- (March 31, 2025 INR 7,580/-) is below rounding off norms adopted by the Company.

Notes:

(i) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except short term loan and settlement occurs in cash as per the terms of the agreement.

(ii) Non convertible debenture of INR 6,647.80 Million as at March 31, 2026 (March 31, 2025: INR 6,647.80 million) are secured by way of corporate guarantee by Sadbhav Infrastructure Projects Limitied (SIPL), the holding Company, first ranking charge created on shares of holding Company's certain subsidiaries and of SEL.

(iii) The loans received from Sadbhav Engineering Limited (SEL), the Parent (Ultimate holding) Company is based on demand which carries interest of 11.00%.

(iv) The Remuneration disclosed above given to key managerial personnel is mainly related to short term employee benefits and does not includes post employee benefits as the same is not determinable.

40. Contingent liabilities and commitments

(A) Contingent liabilities

(a) Contingent liability relating to SIPL

A. Claims against the holding Company not acknowledged as debt: Tax Matters

(i) Goods and Service Tax Matters in dispute for which company has filled appeal with higher authorities:

a The Deputy Commissioner of State Tax, Maharashtra, vide order dated November 2, 2022 under Section 73 of the MGST Act, 2017, disallowed ITC claimed for the period April 2018 to March 2019 and raised a demand of INR 8.14 million (including interest of INR 4.19 million and Penalty of INR 0.36 million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.36 million as pre-deposit.

b The Deputy Commissioner of State Tax, Maharashtra, vide order dated April 12, 2022 under Section 73 of the MGST Act, 2017, disallowed ITC claimed for the period July 2017 to March 2018 and raised a demand of INR 21.68 million (including Interest of INR 13.05 million and Penalty of INR 0.78 million). The Company's appeal against the aforesaid order was dismissed by the Joint Commissioner of State Tax (Appeals), Maharashtra. The Company has filed an appeal before the Appellate Tribunal against the said order and has deposited INR 0.78 million as pre-deposit.

c The Assistant Commissioner of State Tax (Rajasthan), vide order dated December 31, 2025 under Section 74 of the RGST Act, 2017, disallowed ITC,Liability of difference in Tax Rate claimed for the period April 2018 to March 2019 and raised a demand of INR 67.31 million (including interest of INR 25.24 million and Penalty of INR 21.03 million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 2.10 million as pre-deposit.

d The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC, Liability of difference in Tax Rate claimed for the period April 2019 to March 2020 and raised a demand of INR 36.93 Million (including Interest of INR 13.26 million and Penalty of INR 11.84 million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 1.18 million as pre-deposit.

e The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC,Liability of difference in Tax Rate claimed for the period April 2020 to March 2021 and raised a demand of INR 38.28 Million (including Interest of INR 12.41 Million and Penalty of INR 12.93 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 1.29 Million as pre-deposit.

f The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC,Liability of difference in Tax Rate claimed for the period April 2021 to March 2022 and raised a demand of INR 17.52 Million (including Interest of INR 4.92 Million and Penalty of INR 6.30 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.63 Million as pre-deposit.

g The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC,Liability of difference in Tax Rate claimed for the period April 2022 to March 2023 and raised a demand of INR 22.24 Million (including Interest of INR 5.13 Million and Penalty of INR 8.55 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.86 Million as pre-deposit.

h The Deputy Commissioner of State Tax (Rajasthan), vide order dated March 13, 2026 under Section 74 of the RGST Act, 2017, disallowed ITC, claimed for the period April 2023 to March 2024 and raised a demand of INR 0.81Million (including Interest of INR 0.09 Million and Penalty of INR 0.36 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.04 Million as pre-deposit.

i The Joint Commissioner of State Tax (Rajasthan), vide order dated July 12, 2023 under Section 73 of the RGST Act, 2017, disallowed ITC, claimed for the period April 2021 to March 2022 and raised a demand of INR 0.50 Million (including Interest of INR 0.22 Million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.002 Million as pre-deposit.

j The Deputy Commissioner of State Tax (Uttarakhand), vide order dated November 22, 2023 under Section 73 of the UGST Act, 2017, disallowed ITC, claimed for the period March 2019 and raised a demand of INR 2.6 Million (including Interest of INR 1.05 million and Penalty of INR 0.14 million). The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.14 Million as pre-deposit.

k The Deputy Commissioner of State Tax (Maharashtra), vide order dated December 16, 2025 under Section 74(1) of the MGST Act, 2017, disallowed ITC, claimed for the period April 2018 to March 2019 and raised a demand of INR 2.88 Million (Including Penalty of INR 1.4 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.14 Million as pre-deposit.

l The Joint Commissioner of State Tax (Rajasthan), vide order dated April 29, 2024 under Section 73 of the RGST Act, 2017, disallowed ITC, claimed for the period April 2018 to March 2019 and raised a demand of INR 0.53 Million (Including Interest of INR 0.24 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.03 Million as pre-deposit.

m The Deputy Commissioner of State Tax (Rajasthan) , vide order dated August 01, 2024 under Section 74 of the RGST Act, 2017, has demand Interest on delay filling of Returns for the tax period April 2019 to March 2020 amounting to INR 4.62 Million . The company has filled the appeal against the said order.

n The Excise and Taxation Officer (Haryana), vide order dated January 13, 2025 under Section 74 of the HGST Act, 2017, disallowed ITC, claimed for the period July 2017 to March 2018 and raised a demand of INR 5.01 Million (including Interest of INR 1.68 Million and Penalty of INR 1.66 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.16 Million as pre-deposit.

o The Deputy Commissioner of State Tax (Madhya Pradesh) vide order dated December 16, 2019 under Section 73 of the MGST Act, 2017, has demand for non-filling of Returns for the tax period October 2019 and raised a demand of INR 0.95 Million (Including Interest of INR 0.01 Million and Penalty of INR 0.02 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.09 Million as pre-deposit.

p The Deputy Commissioner of State Tax (Maharastra) vide order dated December 18, 2025 under Section 73 of the MGST Act, 2017,disallowed ITC, claimed for the period April 2021 to March 2022 raised a demand of INR 1.63 Million (Including Interest of INR 0.80 Million and Penalty of INR 0.08 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 0.08 Million as pre-deposit.

q The Additional Commissioner of State Tax (Gujarat) vide order dated January 31, 2025 under Section 74 of the CGST Act, 2017,has demand on not discharge liability on service of Corporate guarantee for the tax period July 2017 to March 2018 raised a demand of INR 80.40 Million (Including Penalty of INR 40.20 Million).

r The Additional Commissioner of State Tax (Gujarat) vide order dated December 18, 2025 under Section 74 of the CGST Act, 2017,disallowed ITC Claimed, Interest on late payment for the tax period April 2018 to March 2019 raised a demand of INR 205.11 Million (Including Interest of INR 8.11 Million and Penalty of INR 147.95 Million) . The Company has filed an appeal before the Appellate Authority against the said order and has deposited INR 4.9 Million as pre-deposit.

B. Claims against the Company not acknowledged as debt: Other than Tax Matters

(i) Suwarna Buildcon Private Limited has initiated legal proceedings against the company in relation to claims . The proceedings comprising an Arbitration Application and Commercial Suit filled before District and Session Court - Pune, Maharashtra . The aggregate financial exposure attributable to the Company is not presently quantifiable. The matter are currently pending adjudication before the respective forums.

(ii) Gautam Highway Solutions is a Proprietorship Firm providing services for carrying on Routine Services work of Rohtak Panipat section of NH-71 A has filed a commercial suit against the Company for claiming of outstanding amount and interest thereon at District and Session Court - Jhajjar in the state of Haryana. The principal and interest liability claimed by the vendor is INR 0.08 Million & 5.17 Million.

(iii) Legacy Law Offices is a full service law firm was engaged by the Company has filed a MSME case against the Company towards the recovery of outstanding dues alongwith interest amounting to INR 2.14 Million at Micro & Small Enterprises Faciliation Council- in the state of Haryana.

(iv) HCC Infrastructure Company Limited is engaged in business of Construction of Highway, Road , Bridges , Railway etc has filed a Arbitration Application at High Court - Bombay in the state of Maharashtra against the Company for claiming of outstanding amount and interest towards 60% amount received from National Highway Authority of India (NHAI) under restated Share Purchase Agreement amongst the parties.The principal amount has been paid to the HCC. However the Arbitration Proceedings are going on for the Interest Claim of HCC .

(v) A petition has been filed by the Financial Creditor before the Hon'ble National Company Law Tribunal (NCLT) under Section 7 of the Insolvency and Bankruptcy Code, 2016, seeking initiation of Corporate Insolvency Resolution Process (CIRP) against the Company for an aggregate claim of INR 1477.26 million (including accured & default interest) as at October 7, 2025. The matter is currently pending adjudication before the NCLT. The Company has recognized a liability of INR 1464.84 million as at October 7,2025 in its books of account towards the underlying financial obligation. The balance amount of INR 12.58 million being the difference between the amount claimed by the Financial Creditor and the liability recorded in the books, is disputed by the Company and is subject to adjudication by the appropriate judicial authorities. Based on the facts of the case and legal advice obtained, management believes that the Company has a reasonable basis to contest the aforesaid claim. Accordingly, no additional provision has been recognized in the financial statements in respect of the disputed amount, and the same has been disclosed as a contingent liability.

Note- It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. The Company does not expect any reimbursements in respect of the above contingent liabilities. Future cash outflows in respect of the above are determinable only on receipt of judgments / decisions pending with various forums / authorities.

(b) Contingent Liabilities pertaining to subsidiaries are as under :-

(a) <u>ARRIL</u>

A. Claims against the company not acknowledged as debt: other than tax matter

(i) Aaj Buildcon Private Limited one operational creditor had initiated legal proceeding against the company for recovery of their dues and filed petition before Hon'ble National Company Law Tribunal (NCLT), Ahmedabad bench. The Hon'ble Adjudicating Authority, NCLT, Ahmedabad Bench passed the order dated September 27, 2023 to admit the company into Corporate Insolvency Resolution Process. The Company has challenged the said order dated September 27,2023 passed by NCLT before the Hon'ble National Company Law Appellate Tribunal .

The Hon'ble National Company Law Appellate Tribunal (NCLAT) vide its order dated October 6, 2023 has stayed the order dated September 27,2023 passed by Hon'ble Adjudicating Authority. As per the order of NCLAT, the Company has deposited INR 23.21 Millions towards the claim amount.Thereafter the Company has entered into Settlement Agreement dated August 14,2024 with the operational creditor according to which the payment is made and case is withdrawn from the NCLAT.

(ii) The Company has filed an application under the Employee State Insurance Act against the Employee State Insurance (ESI) in Employee State Insurance Court, Ahmedabad for Adhoc Notice issued dated October 28, 2016 issued by the ESI Corporation for the period April 2012 to March 2013 demanding the Net liablity of INR 3.78 million. The Company had deposited the ESI contribution under protest/with objection before the ESI Court and simultaneously filed the said application against the ESI Corporation. The matter is disposed off by the Hon'ble ESI Court, Ahmedabad.

(iii) A previous employee of the Company has filed a case against the Company before Labour Court at Ahmedabad, was filed for compensation against the company. The labour court has directed to pay 20% back wages amounting to INR 0.40 Million as compensation from June 10, 2009 to till date of retirement of employee. The Company has Filled appeal before the honourable High court of Gujarat. The matter is currently pending.

(b) <u>RHTPL</u>

(i)

Sr No.	Name of Party	Case No	Type of Case	Place of filing of case	Amount (INR in Million)
1	Highway Motors vs RHTPL*	CS/1844/2023	Civil Suit	Civil Judge Senior Division Hisar	0.02

Notes:

*The amount involved is INR 0.73 Million out of which already provided in books is INR 0.71 Million as on March 31,2026.

(ii) Income Tax Contingent Liability in relation to outstanding demand as per Traces Portal as on March 31,2026 is INR 0.07 Million.

(iii) Againt the Claim of the Company,NHAI has lodged counter claim against company amounting to INR 3665.80 Million on account of negative scope of works for non completion of Punch List work, damage for failure to take up routine/major/minor maintenance during operation period , maintenace work taken up by NHAI at Risk & Cost of Claimant, recovery of toll collected before purported termination, reimbursement of fees of Independent Engineer along with interest on the same.The Company has submitted its reply on such counter Claims.The Arbitral proceedings for the same are currently ongoing.

(iv) Income Tax Order passed for A.Y. 2016-17 u/s 147 r.w.s 144B with demand of INR 3.86 Million & interest thereon and Penalty order u/s 271(1)('C) of INR 0.88 million for AY 2016-17. The company has filed rectification for the same

(c) <u>RPTPL</u>

(INR In Million)

		March 31, 2026	March 31, 2025
	A. Claims against the Company not acknowledged as debts		
(i)	Claim filed by National Highway Authorities of India (NHAI) *	203.45	203.45
(ii)	Claim filed by National Highway Authorities of India (NHAI) **	6227.00	6227.00

* NHAI had lodged claim against company on account of negative FRL which was referred to Arbitration. The Majority Award on 31.10.2020 by Tribunal was in favour of NHAI amounting to INR 203.40 Millions. The interest on delayed payment is awarded at 7.4% simple interest, as on 15/10/2023 works out to INR 247.9 Millions. The dissenting note by the Minority of the Tribunal had stated to reject the claim of NHAI in favour of Company. The Company has challenged the said Majority Award under Section 34 before the Delhi High Court, which is sub-judice.

**Against the Claim of the Company, NHAI has lodged Counter Claim amounting to INR 6227 Millions on account of recovery of negative change of scope,non maintenace of Project Highway, non deposition of Premium, recovery of payment of repair/ replacement of damage/faulty equipment, recovery of payment deposited to labour court ,pending payment of electricity bills of highway lighting & toll plaza & non deposit of 50% share of Independent Engineer remuneration to NHAI.The company has submitted its reply on such Counter Claims.The Arbitral Proceedings for the same are currently ongoing.

B. Below is the list of contingent liabilities against the company as on March 31, 2026

(i)

Sr. No.	Name of Party	Case No	Type of Case	Place of filing of case	Amount (INR in Million)
1	Riddhi Enterprise	CS SCJ/585/2023	Civil Suit	Senior Civil Judge cum RC THC West Delhi	0.24

(d) **SJRRPL**

(i) GST Department has issued DRC-7 for FY 2018-19 vide order dated 14.11.2024 for demand of INR 3.83 million inclduing penalty.

(ii) GST Department has issued DRC-7 for FY 2019-20 vide order dated 02.06.2020 for demand of INR 96.62 million for penalty.

(e) **SNHL**

(i) Outstanding demand as per Traces Portal as on March 31, 2026 is INR 3.08 Million.

(ii) GST Department has issued DRC-7 for FY 2018-19 vide order dated 30.03.2024 for demand of INR 72.87 million inclduing penalty. The company has filed appeal against the said order on 18.06.2024 which is pending.

(iii) GST Department has issued DRC-7 for FY 2020-21 vide order dated 18.01.2025 for demand of INR 226.26 million inclduing penalty. The company has filed appeal against the said order on 17.04.2025 and the said appeal is pending.

(iv) GST Department has issued DRC-7 for FY 2019-20 vide order dated 29.08.2024 for demand of INR 213.14 million inclduing penalty. The company has filed appeal against the said order and also filed the writ petition for the same.

(v) GST Department has issued DRC-7 for FY 2018-19 & 2019-20 vide order dated 04.02.2025 for demand of INR 885.30 million inclduing penalty. The company has filed appeal against the said order and received stay order from High court of Nainital. Company has also filed the writ petition for the same

(vi) GST Department has issued DRC-07 for FY 2021-22 vide order dated 22.12.2025 for demand of INR 41.5 million including penalty. The company has filed appeal against the said order on 21.03.2026, hence the matter is sub-judice.

(f) **SRHL**

(i) Goods and Service Tax Contingent Liability as on March 31, 2026 is INR 0.73 millions for FY 2017-18.

(ii) Goods and Service Tax Contingent Liability as on March 31, 2026 is INR 2031.27 millions for FY 2017-18 to FY 2021-22 as per order dt 05.02.2025.

(iii) Goods and Service Tax Contingent Liability as on March 31, 2026 is INR 10.80 millions for FY 2021-22.

(iv) Income Tax Contingent Liability in relation to outstanding demand as per Traces Portal as on March 31,2026 is INR 1.49 Million.

(g) **SISPL**

Income Tax Contingent Liability in relation to outstanding demand as per Traces Portal as on March 31, 2026 is INR 0.14 Million.

(h) **SMIPL**

Income Tax Contingent Liability in relation to outstanding demand as per Traces Portal as on March 31, 2026 is INR 0.001 million.

(i) **SBGHPL**

The subsidiary Company has received an order under section 73(9) of the CGST/KGST Act, 2017 from Dy. Commissioner of Commercial Taxes (Enforcement), Vijaypur for payment of Tax, interest and Penalty for financial year 2018-19 aggregating to INR 20.51 Million as on April 24, 2024. The subsidiary Company is in process of filing the Appeal against the same within stipulated period of time.

(j) **SUDHL**

(i) The Company has received order u/s 74 of Goods & Service Tax , 2017 from Deputy Commissioner of GST, raised the total demand raised amounting to INR 792.80 millions including (Interest amounting to INR 312.31 millions and penalties amounting to INR 240.24 millions) for FY 2017-18. The Company has contested these demands and filed appeals and written petitions before the appropriate authorities

(ii) The Company has received order u/s 74 of Goods & Service Tax , 2017 from Deputy Commissioner of GST raised total demand raised amounting to INR 864.67 millions including (Interest amounting to INR 343.78 millions and penalties amounting to INR 260.44 millions) for FY 2018-19. The Company has contested these demands and filed appeals and written petitions before the appropriate authorities

(iii) The Company has received order u/s 74 of Goods & Service Tax , 2017 from Deputy Commissioner of GST raised total demand raised amounting to INR 609.85 millions including (Interest amounting to INR 221.41 millions and penalties amounting to INR 194.22 millions) for FY 2019-20. The Company has contested these demands and filed appeals and written petitions before the appropriate authorities

(iv) The Company has received order u/s 74 of Goods & Service Tax , 2017 from Deputy Commissioner of GST raised total demand raised amounting to INR 90.42 millions including (Interest amounting to INR 29.42 millions and penalties amounting to INR 30.55 millions) for FY 2020-21. The Company has contested these demands and filed appeals and written petitions before the appropriate authorities

(v) The Company has received order u/s 74 of Goods & Service Tax , 2017 from Deputy Commissioner of GST raised total demand raised amounting to INR 1.25 millions including (Interest amounting to INR 0.35 millions and penalties amounting to INR 0.45 millions) for FY 2022-23. The Company has contested these demands and filed appeals and written petitions before the appropriate authorities

(k) **MBCPNL**

(i) Income Tax Contingent Liability (under Appeal) of INR 629.80 million (March 31, 2025 INR 629.80 million) for AY 2018-19. The matter is pending before CIT(A).

(ii) Matter on GST Relating to ITC disallowance for FY 2018-19 is being contested before appellate authority for INR 6.27 million (March 31, 2025 INR 6.27 million).

(l) SHAPL

In case of Sadbhav Hybrid Annuity Projects Limited (SHAPL), one of the subsidiary of the Group, in which Corporate Guarantee issued by SHAPL in respect of Non-Convertible Debentures raised by Sadbhav Infrastructure Project Limited (SIPL), the debenture holders of SIPL have initiated legal proceeding and have also invoked the said Corporate Guarantee. An application under the Insolvency and Bankruptcy code, 2016 has been filed against SHAPL, which is currently pending before the NCLT, New Delhi. Since the outcome of the aforesaid matter is presently uncertain, no adjustment is required in the financial statements of SHAPL for the year ended on March 31, 2026.

(m) SVHPL

(i) The Joint Commissioner of CGST (Maharashtra) has issued a demand notice u/s 74 of the act for short payment of GST for the period April 2019 to March 2020 amounting to INR 1.92 Million including penalty of INR 1.02 million . The company has deposited 0.09 million as appeal deposit and filled the appeal against the said order.

(ii) The Joint Commissioner of CGST (Maharashtra) has issued a demand notice u/s 74 of the act for short payment of GST for the period April 2020 to March 2021 amounting to INR 5.33 Million including penalty of INR 2.66 million . The company has deposited 0.27 million as appeal deposit and filled the appeal against the said order.

(iii) The Joint Commissioner of CGST (Maharashtra) has issued a demand notice u/s 74 of the act for short payment of GST for the period April 2021 to March 2022 amounting to INR 3.97 Million including penalty of INR1.99 million . The company has deposited 0.19 million as appeal deposit and filled the appeal against the said order.

(iv) The Joint Commissioner of CGST (Maharashtra) has issued a demand notice u/s 74 of the act for short payment of GST for the period April 2022 to March 2023 amounting to INR 1.76 Million including penalty of INR0.88 million . The company has deposited 0.08 million as appeal deposit and filled the appeal against the said order.

(B) Guarantees

The Company has given corporate guarantee to banks for INR 5,843.13 million (P.Y INR 5,777.51 million) against the finance facility given by the banks to subsidiary companies.

(i) **Details of Loan given, investment made and guarantee given covered u/s 186 (4) of the Companies Act, 2013**

Loans given and investment made are given under respective heads

Corporate guarantee given by the Company in respect of loans as at March 31, 2026 and March 31, 2025.

INR in Million

Sr. No.	Name of Company	Amount of Corporate Guarantee	As at March 31, 2026	As at March 31, 2025
1	Sadbhav Rudrapur Highway Limited	4,672.40	1,924.83	2,129.71
2	Ahmedabad Ring Road Infrastructure Limited	3,340.00	1,286.81	2,747.80
3	Sadbhav Gadag Highway Private Limited (subsidiary of ultimate Holding Company)	2,830.00	2,631.49	900.00
Total		**10,842.40**	**5,843.13**	**5,777.51**

(C) Commitments

The followings are the estimated amount of contractual commitments of the Group:

INR in Million

		As at March 31, 2026	As at March 31, 2025
(i)	EPC Sub-contract & Operation & Maintenance commitments (net of Advances)	-	588.99
(ii)	Capital commitment (net of capital advances)	-	-

(iii) The BOT/HAM projects of the group have been funded through various credit facility agreements with banks. Against the said facilities availed by the subsidiary companies from the lender, the Group has executed agreements with respective lenders whereby the Group has committed to hold minimum shareholding and pledge of its holding in the respective subsidiary company, details of which is as follows:

Name of Subsidiary	% of Non Disposal Undertaking		% of Shares Pledge as at	
	Upto Commercial Operation Date	After Commercial Operation Date	As at March 31, 2026	As at March 31, 2025
Ahmedabad Ring Road Infrastructure Limited	70.00%	45.00%	29.00%	100.00%
Maharashtra Border Check Post Network Limited	70.00%	51.00%	0.00%	0.00%
Rohtak-Hissar Tollway Private Limited	51.00%	51.00%	51.00%	51.00%
Rohtak Panipat Tollway Private Limited	51.00%	51.00%	51.00%	51.00%
Sadbhav Udaipur Highway Limited	51.00%	30.00%	51.00%	51.00%
Sadbhav Bangalore Highway Private Limited	51.00%	51.00%	51.00%	51.00%
Sadbhav Vidarbha Highway Limited	51.00%	30.00%	51.00%	51.00%
Sadbhav Rudrapur Highway Limited	51.00%	26.00%	51.00%	51.00%
Sadbhav Jodhpur Ring Road Private Limited	0.00%	0.00%	0.00%	51.00%
Sadbhav Kim Expressway Private Limited	0.00%	0.00%	0.00%	51.00%
Sadbhav Nainital Highway Limited	51.00%	26.00%	51.00%	51.00%

41. Disclosure related to Periodic Major Maintenance provisions:

Provision for major maintenance in respect of toll roads maintained by the Group under service concession arrangements and classified as intangible assets represents contractual obligations to restore an infrastructure facility to a specified level of serviceability in respect of such asset. Estimate of the provision is measured using a number of factors, such as contractual requirements, road usage, expert opinions and expected price levels. Because actual cash flows can differ from estimates due to changes in laws, regulations, public expectations, prices and conditions, and can take place many years in future, the carrying amounts of provision is reviewed at regular intervals and adjusted to take account of such changes. Below is the movement in provision for the year:

INR in Million

Particulars			As at March 31, 2026	As at March 31, 2025
Carrying amount at the beginning of the year			**690.78**	**626.84**
Add:	Provision made during the year		(119.97)	36.46
Add:	Increase / (decrease) during the year in the discounted amount due to passage of time		(14.51)	81.49
Less:	Amounts used (i.e. incurred and charged against the provision) during the year		150.78	54.01
Carrying amount at the end of the year		**Total**	**405.52**	**690.78**
Current			405.52	690.78
Non-current			-	-
		Total	**405.52**	**690.78**
Year of expected cash outflow			April 01, 2026 to December 31, 2026	April 01, 2025 to December 31, 2026

42. Segment Reporting

The operating segment of the group is identified to be "Build Operate and Transfer (BOT)/ Annuity Projects (including hybrid annuity) and its related activities", as the Chief Operating Decision Makers (CODM) reviews business performance at an overall group level as one segment and hence, no additional disclosures are required to be made under Ind AS 108 "Operating Segments". Further, the group also primarily operates under one geographical segment namely India. Revenue from one customer i.e concession authorities (NHAI) amounted to INR 206.55 million (31 March 2025: INR 239.63 million) arising during the year ended March 31,2026.

43. Operating Lease

The Group has taken office space on operating lease on short term basis. There are no sub-leases and the leases which are cancellable in nature at any point of time by either of parties. There are no restrictions imposed under the lease arrangements. There are neither any contingent rent nor any escalation clause in the lease arrangements. The Group has applied the 'short-term lease' recognition exemptions for above lease.

During the year, the Group has incurred expense relating to short-term leases (included in other expenses) INR 19.87 million (March 31, 2025: INR 14.49 million) toward above lease premises.

44. Financial risk management objective and policies:

The Group's principal financial liabilities comprise borrowings and trade & other payables. The main purpose of these financial liabilities is to finance the Group's operations as well as development and maintenance of SPVs project. The Group's principal financial assets include Investments, trade receivables, other receivables including those under service concession, loans and cash and bank balances, which has been directly derived from its operations.

The Group's business activities are exposed to variety of financial risks, namely market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Board of Directors have overall responsibility for the establishment and oversight of the Group's risk management framework. Risk management systems are reviewed periodically to reflect changes in market conditions and the Group's activities. The Board of Directors oversee compliance with the Group's risk management policies and procedures, and reviews the risk management framework.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, Investments, trade and other receivables, loans, trade and other payables.

Within the various methodologies to analyse and manage risk, Group has implemented a system based on "sensitivity analysis" on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a parallel shift of 25-basis points of the interest rate yield curves in all currencies.

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit & loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and provisions.

The following assumption has been made in calculating the sensitivity analyses:

- The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held as at March 31, 2026 and March 31, 2025.

(i) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Interest risk arises to the group mainly from non - current borrowings with variable rates. The Group maintains its borrowings at fixed rate using interest rate swaps to achieve this if necessary. The group manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. The group measures risk through sensitivity analysis.

The banks now finance at variable rate only, which is the inherent business risk.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's loss before tax is affected through the impact on floating rate borrowings, as follows:

INR in Million

	Effect on profit before tax	
	As at March 31, 2026	**As at March 31, 2025**
Increase in 25 basis point	(14.45)	(25.82)
Decrease in 25 basis point	14.45	25.82

The effect of interest rate changes on future cash flows is excluded from this analysis.

(ii) Equity price risk

The Group's non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's's Board of Directors reviews and approves all equity investment decisions

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk related to operating activities (primarily receivables from authorities and other financial assets), financing activities including temporary Investment in mutual fund and other financial instruments. The management of the group belives that the credit risk related to receivable from authorities are negligible as the same is receivable from the government authorities.

The group has significant credit exposure related to receivable from authorties which as mentioned below:

1. National Highway Authority of India - INR 22,177.15 million (March 31, 2025: INR 30,655.13 million).
2. State Government Authorities - INR 648.03 million (March 31, 2025: INR 473.40 million).

Credit risk from balances with banks and financial institutions is managed by the Group's finance department in accordance with the Group's policy. Investments of surplus funds are made only in accordance with group policy. The Group monitors the ratings, credit spreads and financial strength of its counterparties. Based on its on-going assessment of counterparty risk, the group adjusts its exposure to various counterparties. The Group's maximum exposure to credit risk from balance with bank and financial institutions as well as temporary investment in mutual fund (whether any investment in mutual fund) as of March 31, 2026 is INR721.89 million and March 31, 2025 is INR 458.47 million.

(c) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys cash management system. It maintains adequate sources of financing including debt at an optimised cost.

The Group measures the risk by forecasting cash flows.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Group's reputation. The Group ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

(INR In Million)

Particular	Total Amount	On Demand	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
As at March 31, 2026						
Non-current borrowings	4,433.81	-	3,842.33	-	591.48	-
Loans repayable on demand	21,487.95	21,487.95	-	-	-	-
Trade payables	791.08	-	791.08	-	-	-
Other financial liabilities	10,923.07	-	10,923.07	-	-	-
Total	**37,635.91**	**21,487.95**	**15,556.48**	**-**	**591.48**	**-**
As at March 31, 2025						
Non-current borrowings#	10,048.62	-	1,701.31	3,747.60	1,850.55	2,749.15
Loans repayable on demand	22,737.61	22,737.61	-	-	-	-
Trade payables	1,300.98	-	1,300.98	-	-	-
Other financial liabilities	10,944.95	-	886.01	10,058.94	-	-
Total	**45,032.15**	**22,737.61**	**3,888.30**	**13,806.55**	**1,850.55**	**2,749.15**

(d) Collateral

In one of the subsidiary namely ARRIL, all financial & other assets has been pledged against Borrowings in order to fulfill the collateral requirement of the Lenders. The fair value of such financial & other assets is disclosed in note no. 34.

45. Capital Management

For the purpose of the Group's capital management, the Group's capital consist of share capital, securities premium, other equity and all other reserves attributable to the equity holders of the Group.

The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2026 and year ended March 31 2025.

46. Disclosure pursuant to Appendix - E to Ind AS 115 - " Service Concession Arrangements" ('SCA')

(A) Disclosures with regard to toll collection rights (intangible assets)

Sr. No.	Name of Concessionaire	Start of concession period under concession agreement (Appointed date)	End of concession period under concession agreement	Period of concession since the appointed date	Construction completion date or scheduled construction completion date under the concession agreement, as applicable	Remaining amortisation period as at the reporting date (in years)
1	Ahmedabad Ring Road Infrastructure Limited	December 28, 2006	December 27, 2026	20 years	June 30, 2008	0.75 years
2	Maharashtra Border Check Post Network Limited	March 30, 2009	September 29, 2033	24 years and 6 months	November 16, 2011	7.51 years
3	Rohtak Hissar Tollway Private Limited	December 26, 2013	December 26, 2035	22 years	July 29, 2016	(Refer note (iii) below)
4	Rohtak Panipat Tollway Private Limited	April 18, 2011	April 17, 2036	25 years	January 6, 2014	(Refer note (iii) below)

Notes:

(i) The above BOT/ DBFOT projects shall have following rights/ obligations in accordance with the Concession Agreement entered into with the respective Government Authorities:-

a. Rights to use the Specified assets

b. Obligations to provide or rights to expect provision of services

c. Obligations to deliver or rights to receive at the end of the Concession.

(ii) The actual concession period may vary based on terms of concession agreement.

(iii) In case Rohtak Hissar Tolllway Private Limited (RHTPL) and Rohtak Panipat Tollway Private Limited (RPTPL), the respective subsidiaries has submitted the termination notice with NHAI on August 27, 2021 and July 27, 2021 respectively.

(B) Disclosures with regard to Annuity project / Hybrid annuity model ('HAM') project

The following are annuity based service concession arrangements of the Group which have been classified as financial assets under "Receivables against service concession arrangements":

Sr. No.	Name of Concessionaire	Start of concession period under concession agreement (Appointed date)	End of concession period under concession agreement	Period of commercial operation	Scheduled construction completion date under the concession agreement	Revised construction completion date based on extension claimed (refer note (v))
1	Sadbhav Rudrapur Highway Limited	March 31, 2017	March 31, 2034	15 years from COD	March 31, 2019	(Refer note 52)
2	Sadbhav Bangalore Highway Private Limited	August 21, 2017	August 21, 2034	15 years from COD	August 20, 2019	(Refer note 54)
3	Sadbhav Jodhpur Ring Road Private Limited	December 14, 2018	December 12, 2035	15 years from COD	December 12, 2020	(Refer note 53)
4	Sadbhav Nainital Highway Limited	October 28, 2017	October 28, 2034	15 years from COD	October 28, 2019	(Refer note 55)

Sr. No.	Name of Concessionaire	Start of concession period under concession agreement (Appointed date)	End of concession period under concession agreement	Period of commercial operation	Scheduled construction completion date under the concession agreement	Revised construction completion date based on extension claimed (refer note (v))
5	Sadbhav Udaipur Highway Limited	November 30, 2017	November 30, 2034	15 years from COD	November 30, 2019	(Refer note 52)
6	Sadbhav Vidarbha Highway Limited	May 21, 2018	November 15, 2035	15 years from COD	May 15, 2021	(Refer note 56)
7	Sadbhav Kim Highway Private Limited	November 01, 2019	October 27, 2036	15 years from COD	October 31, 2021	(Refer note 52)

Notes:

In HAM projects, revenue is received / receivable as under:

(i) 40% of the total bid project cost with adjustment relating to Price Index Multiple, shall be due and payable to the company in 5 equal installments during the construction period in accordance with the provisions of the SCA.

(ii) The remaining bid project cost, with adjustment relating to Price Index Multiple, shall be due and payable in 30 biannual installments commencing from the 180th day of COD in accordance with the provision of the SCA.

(iii) Interest shall be due and receivable on the reducing balance of Completion Cost at an interest rate equal to the applicable Bank Rate plus 3%. Such interest shall be due and receivable biannually along with each installment specified in of SCA.

(iv) In case of three subsidiaries viz., Sadbhav Infra Solutions Private Limited, Sadbhav PIMA Private Limited and Sadbhav Maintenance Infrastructure Private Limited due to non availability of required 80% right of way (ROW) by NHAI within stipulated time period, the Concession Agreement executed with NHAI has been terminated with mutual consent via suplementary agreements

47. Asset held for Sale

(a) Description

(i) The company has executed the Share Purchase Agreement (SPA) with Adani Road Transport Limited (ARTL) on August 16, 2021 (Amended and restated on January 27, 2022), for sale of its equity shares of Maharashtra Border Check Post Network Limited (MBCPNL) a wholly owned subsidiary of the Company, out of which 49% shares have been acquired by ARTL. Subsequent to March 31, 2026, 51% shares held by the holding company in MBCPNL will be transferred to ARTL in terms of SPA. subject to inter alia the satisfaction of the relevant conditions precedent and receipt of requisite regulatory approvals/consents ("the Transaction"). Consequent to this agreement, the amount of 51% shares of MBCPNL has been classified as assets held for sale in accordance with IND AS-105 - Non current Assets held for Sale.

(b) Assets and liabilities classified as held for sale

The following assets and liabilities were classified as held for sale as on March 31, 2026 & March 31, 2025:

Assets classified as held for sale (INR in Million)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current assets		
(i) Property, plant and equipments	9.98	11.92
(ii) Right of use asset	-	3.24
(iii) Other intangible assets	11,183.21	12,077.07
(iv) Other financial assets	118.14	102.06
(iv) Other non-current assets	128.63	121.47
Sub-total (A)	**11,439.96**	**12,315.76**
Current assets		
Financial assets		
(i) Trade receivables	29.96	30.47
(ii) Cash and cash equivalents	326.84	78.31
(iii) Bank Balances other than (ii) above	945.93	556.49
(iv) Other financial assets	50.47	38.85
Current Tax Assets	28.98	12.17
Other current assets	417.37	583.49
Sub-total (B)	**1,799.55**	**1,299.78**
Total assets classified as held for sale (A+B)	**13,239.51**	**13,615.54**

Liabilities directly associated with assets classified as held for sale (INR in Million)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current liabilities		
Financial liabilities		
Borrowings	9,203.13	10,948.18
Provisions	46.94	29.13
Sub-total (A)	**9,250.07**	**10,977.31**
Current liabilities		
Financial liabilities		
(i) Borrowings	1,493.23	1,356.43
(ii) Lease Liabilities	-	3.30
(iii) Trade payables		
• Total outstanding dues of micro enterprises and small enterprises	7.77	10.55
• Total outstanding dues of creditors other than micro enterprises and small enterprises	43.68	225.12
(iv) Other financial liabilities	61.54	64.01
Other current liabilities	72.91	77.79
Provisions	2.98	4.45
Sub-total (B)	**1,682.11**	**1,741.65**
Total liabilites classified as held for sale (A+B)	**10,932.18**	**12,718.96**

48. One of the subsidiary of the Group namely Rohtak Panipat Tollways Private Limited (RPTPL) has issued the termination notice on July 27, 2021, to National Highways Authority of India (NHAI) by exercising the criteria of "Event of Defaults" under the concession agreement. Since the project of the Company has been terminated, the management of RPTPL is of the view that going concern assumption for preparation of accounts is not appropriate and accounts have been drawn accordingly on non-going concern basis and the Company have continued to recognize an amount of Rs. 12,756.50 million as "Receivable from NHAI – Toll Collection Rights" under the head Other Financial Assets, representing project costs incurred up to March 31, 2026.

The management of RPTPL has lodged a total claim amounting to INR 19,379.24 Million relating to termination payment, Force Majeure Costs due to Force Majeure event of Farmer's Agitation, COVID-19, & Demonetization, and NPV of extension entitled due to Force Majeure event of Farmers agitation and Covid 19 .The NHAI had lodged its counter Claims amounting to INR 6,227.00 Million. The Company had submitted its reply on such counter claims. The Arbitral proceedings for the same are completed and the Arbitral Award is declared on 23.01.2025 unanimously, except for Counter Claim of NHAI regarding Premium that one Ld. Arbitrator has rejected it completely. As on the date of the said Majority award, the net awarded amount after deducting all dues of NHAI including Premium works out to INR 10,805.45 Million (principal of INR 7,796.31 Million and interest of INR 3,009.14 Million). However both the party challenge the said award.

The Arbitration matter of Competing Road was referred to Arbitration. In the said matter, the majority award was passed on May 30, 2023 in favour of NHAI setting aside claims of Company and Minority Award dated 05.06.2023 in favour of Company amounting to INR 8,509.80 Million. The Company has challenged the Majority Award dated 30.05.2023 and filed a petition under Section 34 of Arbitration & Conciliation Act 1996 before the Hon'ble Delhi High Court to set aside the Majority Award dated 30.05.2023. The same is sub-judice before Hon'ble Delhi High Court.

The dispute of Claim for Additional Cost on account of ban of quarrying of stone and loss of Toll collection due to delayed issuance of Provisional Certificate was referred to Arbitration. A unanimous Award dated 06.10.2017 by Arbitral Tribunal was awarded in favour of Company amounting to INR 890.20 Million (amount inclusive of costs & interest pendente lite). This Award was challenged by NHAI under Section 34 before the Delhi High Court. The Delhi High Court in its Judgment dated 16.02.2023, the value of award payable by NHAI to RPTPL as on 15.10.2023 works out to INR 1,211.9 Millions. NHAI had challenged the said award under Section 37 before Division Bench of Delhi High Court. The said matter is now withdrawn by NHAI on account of ongoing Vivad se Vishwas II settlement proposal .

NHAI had claimed on RPTPL a claim on account of negative FRL which was referred to Arbitration. The Majority Award on 31.10.2020 by Tribunal was in favour of NHAI amounting to INR 203.40 Million. The interest on delayed payment is awarded at 7.4% simple interest, as on 15.10.2023 works out to INR 247.90 Million. The dissenting note by the Minority of the Tribunal had stated to reject the claim of NHAI. The Company has challenged the said Majority Award under Section 34 before the Delhi High Court, which is sub-judice. The Company had challenged the said Majority Award under Section 34 before the Delhi High Court. The Arbitration Award dated 06.10.2017 and Arbitration Award dated 31.10.2020 has been settled through Settlement Agreement dated 20.03.2025 under Vivad se Vishwas II Scheme of Govt. of India for the net settlement amount of about INR. 650 millions which is received during the year ended March 31, 2026.

During the year ended March 31, 2023, RPTPL has reversed interest of INR 1,026.94 Million provided during the earlier period considering the fact that the project of RPTPL has been terminated and lenders have classified loans as Non Performing Assets.

During the year ended March 31, 2026 & March 31, 2025 RPTPL has not accounted for interest on Rupee Term Loan from banks and financial institutions as well as loan from group Company since the lenders of RPTPL has classified borrowing as NPA and financial statements are prepared on non going concern basis, for which the statutory auditors of RPTPL have expressed qualified opinion on financial statements in this regards. In addition thereto ; during the year ended March 31, 2026 the statutory auditor of RPTPL have expressed qualified opinion on the financial results in respect of carrying value of "Receivable from NHAI- Toll Collection Rights".

Also, RPTPL has received intimation letter dated April 08, 2024 from National Asset Reconstruction Company Limited (NARCL) intimating that the deed of assignment dated March 22, 2024 under the provisions of Section 5 of the SARFASI Act, the consortium of lenders except one lender have assigned/ transferred the outstanding debt /financial assets along with underline securities interest, pledge of shares, guarantees, receivables etc charge for such financial assistance granted to RPTPL in favour of NARCL and NARCL acting in its capacity as trustee of NARCL Trust.

49. One of the subsidiary of the group namely Rohtak Hissar Tollways Private Limited (RHTPL) has issued the termination notice on August 27, 2021, to NHAI by exercising the criteria of "Event of Defaults" under the concession agreement. Since the project of the Company has been terminated, the management of RHTPL is of the view that going concern assumption for preparation of accounts is not appropriate and accounts have been drawn accordingly on non-going concern basis and the Company have continued to recognize an amount of Rs. 9,420.65 million as "Receivable from NHAI – Toll Collection Rights" under the head Other Financial Assets, representing project costs incurred up to March 31, 2026

In this regard the management of RHTPL has lodged total claim amounting to INR 19,287.17 Million relating to termination payment, Force Majeure Costs due to Force Majeure event of Farmer's Agitation, COVID-19, & Demonetization, and NPV of extension entitled due to Force Majeure event of Farmers agitation and Covid19. The NHAI had lodged its Counter Claims amounting to INR 3,665.80 Million. The Company had submitted its reply on such counter claims. The Company has continued The Arbitral proceedings for the same are currently ongoing. The current stage of arbitral proceeding is of Arguments which are ongoing.

During the ended March 31, 2023, RHTPL has reversed interest of INR 1,228.09 Million provided during the earlier period considering the fact that the project of RHTPL has been terminated and lenders have classified loans as Non Performing Assets (NPA).

During the year ended March 31, 2026 & March 31, 2025 RHTPL has not accounted for interest on Rupee Term Loan from banks and financial institutions as well as loan from group Company since the lenders of RHTPL has classified borrowing as NPA and financial statements are prepared on non going concern basis, for which the statutory auditors of RHTPL have expressed qualified opinion on financial statements in this regards.

Also, RHTPL has received intimation letter dated April 08, 2024 from National Asset Reconstruction Company Limited (NARCL) intimating that the deed of assignment dated March 22, 2024 under the provisions of Section 5 of the SARFASI Act, the consortium of lenders have assigned/ transferred the outstanding debt /financial assets along with underline securities interest, pledge of shares, guarantees, receivables etc charge for such financial assistance granted to RHTPL in favour of NARCL and NARCL acting in its capacity as trustee of NARCL Trust.

50. Additional information of net assets and share in profit or loss contributed by various entities as recognised under Schedule III of the Companies Act, 2013.

As at March 31, 2026

Name of the entity	Net Assets (i.e. total assets minus total liabilities)		Share in profit / (loss)		Share in Other Comprehensive income (OCI)		Share in Total comprehensive income (TCI)	
	As % of consolidated net assets	Amount INR In Million	As % of consolidated profit / (loss)	Amount INR In Million	As % of consolidated OCI	Amt INR In Million	As % of consolidated TCI	Amount INR In Million
Parent Company								
SIPL*	-111.38%	6,400.15	41.23%	185.94	-19.00%	2.27	42.86%	188.21
Subsidiary Companies								
Indian								
ARRIL	-36.64%	2,105.68	-202.25%	(912.19)	-	-	-207.75%	(912.19)
MBCPNL	-13.98%	803.34	149.93%	676.22	60.69%	(7.25)	152.36%	668.97
RPTPL	157.75%	(9,064.73)	8.50%	38.34	-	-	8.73%	38.34
RHTPL	101.64%	(5,840.69)	4.26%	19.23	-	-	4.38%	19.23
SRHL	-1.49%	85.79	-4.85%	(21.86)	-	-	-4.98%	(21.86)
SNHL	-1.79%	103.06	-0.71%	(3.22)	-	-	-0.73%	(3.22)
SBGHPL	-1.85%	106.05	0.19%	0.85	-	-	0.19%	0.85
SUDHL	5.39%	(309.71)	49.13%	221.59	-	-	50.47%	221.59
SVHL	-4.06%	233.29	0.72%	3.24	-	-	0.74%	3.24
SJRRPL	-0.59%	33.81	1.22%	5.50	-	-	1.25%	5.50
SKEPL	14.55%	(836.11)	-91.37%	(412.11)	-	-	-93.86%	(412.11)
SISPL	0.00%	(0.22)	-0.02%	(0.11)	-	-	-0.03%	(0.11)
SMIPL	0.03%	(1.90)	-0.01%	(0.03)	-	-	-0.01%	(0.03)
SHAPL	0.05%	(2.69)	-0.01%	(0.06)	-	-	-0.01%	(0.06)
Minority interest in all subsidiaries	-7.63%	438.49	144.05%	649.70	58.31%	(6.97)	146.38%	642.73
Total	**100.00%**	**(5,746.39)**	**100.00%**	**451.02**	**100.00%**	**(11.95)**	**100.00%**	**439.07**

*Including adjustment of INR 157.30 Million arising in Net Assets out of consolidation

As at March 31, 2025

Name of the entity	Net Assets (i.e. total assets minus total liabilities)		Share in profit / (loss)		Share in Other Comprehensive income (OCI)		Share in Total comprehensive income (TCI)	
	As % of consolidated net assets	Amount INR In Million	As % of consolidated profit / (loss)	Amount INR In Million	As % of consolidated OCI	Amt INR In Million	As % of consolidated TCI	Amount INR In Million
Parent Company								
SIPL*	-130.14%	7,381.80	403.11%	(1,380.92)	8.66%	(0.11)	401.66%	(1,381.03)
Subsidiary Companies								
Indian								
ARRIL	-53.20%	3,017.88	-178.29%	610.76	-	-	-177.63%	610.76
MBCPNL	8.96%	(508.36)	-123.75%	423.92	46.46%	(0.59)	-123.12%	423.33
RPTPL	160.49%	(9,103.10)	0.94%	(3.23)	-	-	0.94%	(3.23)
RHTPL	103.31%	(5,859.92)	-0.18%	0.60	-	-	-0.17%	0.60
SRHL	-1.90%	107.65	33.62%	(115.18)	-	-	33.50%	(115.18)
SNHL	-1.87%	106.28	4.12%	(14.12)	-	-	4.11%	(14.12)
SBGHPL	-1.86%	105.24	0.12%	(0.42)	-	-	0.12%	(0.42)
SUDHL	9.37%	(531.30)	84.39%	(289.10)	-	-	84.08%	(289.10)
SVHL	-4.06%	230.05	3.84%	(13.15)	-	-	3.82%	(13.15)
SJRRPL	-0.50%	28.31	0.50%	(1.72)	-	-	0.50%	(1.72)
SKEPL	7.48%	(424.00)	-0.37%	1.28	-	-	-0.37%	1.28
SISPL	0.00%	(0.10)	-0.13%	0.43	-	-	-0.13%	0.43
SMIPL	0.03%	(1.87)	-9.52%	32.61	-	-	-9.48%	32.61
SHAPL	0.05%	(2.63)	0.47%	(1.61)	-	-	0.47%	(1.61)
Minority interest in all subsidiaries	3.85%	(218.18)	-118.89%	407.27	0.45	(0.57)	-118.29%	406.70
Total	**100.00%**	**(5,672.24)**	**100.00%**	**(342.56)**	**100.00%**	**(1.27)**	**100.00%**	**(343.83)**

*Including adjustment of INR 1,222.12 Million arising in Net Assets out of consolidation

51. Details of Corporate Social Responsibility (CSR) Expenditure

As per Section 135 of the Companies Act, 2013, a corporate social responsibility ('CSR') committee has been formed by the Group. The expenditure incurred by the Group on CSR activities during the year has been stated below:

INR in Million

		As at March 31, 2026	As at March 31, 2025
(a)	**Gross amount required to be spent by the company during the year**		
	- CSR obligation for current financial year	16.02	16.70
	- Unspend amount of CSR obligation of previous financial year	-	-
	- Total CSR obligation	**16.02**	**16.70**
(b)	**Amount spent during the year:**	**16.02**	**16.70**

52. Exceptional items include the following :

INR in Million

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Amount written back on account of Amended Supplementary Debenture Trust Deed (Refer Note (i)	-	502.30
Impairment in carring value of sub-debt of the company by Sadbhav Maintenance Infrastructure Private Limited (Refer Note (ii)	-	33.05
Provision/written off for impairment in carrying value of investment and subordinate debt of Sadbhav Udaipur Highway Limited (Refer Note (iii)	(269.66)	(1,000.00)
Loss on sale of convession right in Sadbhav Udaipur Highway Limited (Refer Note (iii)	(300.62)	-
Provision/written off for impairment in carrying value of investment and subordinate debt and other receivable in Sadbhav Rudrapur Highway Limited (Refer Note (iv)	991.06	-
Loss on sale of convession right in Sadbhav Rudrapur Highway Limited (Refer Note (iv)	(1,221.55)	-
Receivable written off	353.20	-

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Amount written off due to transfer of business undertaking as slump sale by Sadbhav Kim Expressway Private Limited (SKEPL) (Refer Note v)	(398.27)	-
Total	**(845.84)**	**(464.65)**

Notes:

(i) As per the amended and restated Supplementary Debenture Trust Deed dated August 28, 2024 the Company has written back the finance cost to the extent amounting to Rs 502.30 Million during the year ended March 31, 2025 and shown under exceptional items.

(ii) In case of Sadbhav Maintenance Infrastructure Private Limited (SMIPL) , one of the subsidiary of the Group which is a non-operational entity and has not been generating any revenue. In view of the subsidiary's continued non-operational status and lack of revenue-generating capacity, the Company has already written off the said sub-debt in earlier financial years.
During the year ended March 31, 2025, SMIPL has also write back for the outstanding subordinated debt of INR 33.05 million in its financial statements, reflecting the uncertainty over its ability to repay the obligation.

(iii) In case of Sadbhav Udaipur Highway Limited (SUDHL or concessionaire),subsidiary of the group which is engaged in construction, operation and maintenance of infrastructure project under concession agreement with National Highways Authorities of India (NHAI, the project work has been completed and the subsidiary has received the Commercial Operation Date (COD) from NHAI dated July 19, 2024.
However SUDHL has requested the NHAI & Lenders to allow harmonious substitution in terms of the NHAI Policy circular through a nominated company namely — M/S Gawar Construction Limited (Nominated Company) and the Lenders' Representative to give its consent for allowing harmonious substitution of the SUDHL.
The NHAI vide its letter dt December 27, 2023, conveyed its "InPrinciple" approval for substitution of Original Concessionaire with a new special purpose vehicle to be incorporated by the Nominated Company subject to certain conditions and final approval from the NHAI. Since the conditions precedent to the harmonious substition are under compliance, no adjustment to the carrying value of assets and liabilities related to this project have been made in these consolidated financial statements, for which the statutory auditors of SUDHL have expressed qualified opinion of the financial statements for the year ended March 31, 2026 and March 31, 2025.
The Final approval of the NHAI is received and the Company has signed endorsement agreement date February 27, 2026 with NHAI, Trustee of Lenders and SPV of nominated company. Accordingly all project assets and Liabilites has been transferred to nominated SPV. The Group has provided for INR 1,000 Millions in the books of accounts and disclosed as an exceptional item in the consolidated financial statements for the year ended March 31, 2025; written off INR 336.76 million towards subordinate debt and made impairment provision of INR 269.66 million towards investment in shares of the SUDHL during the year ended March 31, 2026.

(iv) In case of Sadbhav Rudrapur Highway Limited (SRHL or concessionaire) a subsidiary of the group which is engaged in construction, operation and maintenance of infrastructure project under concession agreement with National Highways Authorities of India ("NHAI" or "the Authority"). There is delay in execution of the work and the Concessionaire has proposed for harmonious substitution of the project with a new SPV to be incorporated by M/s RKCIPL-ARCPL (JV).
The Company has entered into Endorsement Agreement dated February 09, 2026 with NHAI for the harmonious substitution of the Concessionaire with the Nominated SPV namely RKC-ARCPL Rudrapur Highway Private Limited. The Authority has issued final approval for such Harmonious Substitution. The Final approval of the NHAI is received and company has signed endorsement agreement date February 09, 2026 with NHAI, Lenders and RKC-ARCPL Rudrapur Highway Private Limited (a company incorporated by JV for the project). Accordingly all project assets and Liabilites has been transferred to nominated SPV. The Company has written off INR 1,161.65 Millions towards subordinate debt and other receivable and made impairment provision of INR 10 million towards investment in shares of the SRHL in the books of accounts and disclosed as an exceptional item in the consolidated financial statements for the year ended March 31, 2026 .

(v) In case of Sadbhav Kim Expressway Private Limited (SKEPL), as subsidiary of the group which is engaged in Construction, operation and Maintenance of infrastructure project under concession agreement with National Highways Authorities of India ("NHAI" or "the Authority") . During the quarter ended December 31, 2025, SKEPL have entered into an agreement dated December 10, 2025 for transfer of its business undertaking on going concern basis to Sadbhav Engineering Limited at a consideration of INR 178.20 million as determined by the independent valuer. Accordingly, the net carrying value of assets and liabilities in the books of SKEPL amounting to INR 398.27 million has been written off and shown as an exceptional item in the consolidated financial statements for the year ended March 31, 2026. The auditor of SKEPL reported material uncertainity related to going concern as SKEPL does not have any active business operations.

53. Sadbhav Jodhpur Ring Road Private Limited (SJRRPL), subsidiary of the group in which Tax credit receivables are carried in the Balance sheet at INR 152.15 Million under the Other Current assets as on March 31, 2026 and Carry forward losses under Income Tax act of INR 934.09 millions as per Income Tax return filed by the subsidairy company for the year ended March 31, 2025. The Management of the SJRRPL is exploring various strategic option to utilise/ encash the said GST Credit and also carryforward Losses under the Income Tax Act, 1961. For this purpose it is considering the options of restructuring and / or taking up some business activities. In view of this the accounts are prepared under going concern basis for which the statutory auditors of the subsidairy Company have expressed qualified opinion on financial statements in this regards.

54. Sadbhav Bangalore Highway Private Limited (SBGHPL), subsidiary of the group in which Tax credit receivables are carried in the Balance sheet at INR 420.68 Million under the Other Current assets as at March 31, 2026 and Carry forward losses under Income Tax act of INR 5,279.58 millions as per Income Tax return filed by the subsidairy company for the year ended March 31, 2025. The Management of SBGHPL is exploring various strategic option to utilise/ encash the said GST Credit and also carryforward Losses under the Income Tax Act, 1961. For this purpose it is considering the options of restructuring and / or taking up some business activities. In view of this, the accounts are prepared under going concern basis. For which the statutory auditors of subsidiary Company have expressed qualified opinion on the financial statements in this regards.

55. Sadbhav Nainital Highway Limited (SNHL), subsidiary of the group in which Tax credit receivables are carried in the Balance sheet at INR 118.64 Million under the Other Current assets as at March 31, 2026 and Carry forward losses under Income Tax act of INR 1,454.99 millions as per Income Tax return filed by the subsidairy company for the year ended March 31,2025. The Management of SNHL is exploring various strategic option to utilise/ encash the said GST Credit and also carryforward Losses under the Income Tax Act, 1961. For this purpose it is considering the options of restructuring and / or taking up some business activities. In view of this, the accounts are prepared under going concern basis . For which the statutory auditors of subsidiary company have expressed qualified opinion on the financial statements in this regards.

56. Sadbhav Vidarbha Highway Limited (SVHL), subsidiary of the group in which Tax credit receivables are carried in the Balance sheet at INR 503.45 Million under the Other Current assets as at March 31, 2025 and Carry forward losses under Income Tax act of INR 6,413.26 millions as per Income Tax return filed by the subsidairy company for the year ended March 31, 2025. The Management of SVHL is exploring various strategic option to utilise/ encash the said GST Credit and also carryforward Losses under the Income Tax Act, 1961. For this purpose it is considering the options of restructuring and / or taking up some business activities. In view of this, the accounts are prepared under going concern basis. For which the statutory auditors of subsidiary comapny have expressed qualified opinion on the financial statements in this regards.

57. One of the subsidiary of the group namely Sadbhav Bangalore Highway Private Limited (SBGHPL), the lenders of the subsidiary Company; State Bank of India (SBI) and Bank of India (BOI) have filed a Case No.: OA/422/2023 before the Hon'ble Debts Recovery Tribunal, Ahmedabad (DRT) against SBGHPL and others for recovery of INR 1,112.55 Million being balance outstanding amount as defined in the Definitive Agreement dated 13.02.2023 under the provisions of the Debt Recovery Tribunal (Procedure) Rules, 1993. SBGHPL and others have filed its written submission for challenging the petition filed before Hon'ble DRT. The said matter is sub-judice before the Hon'ble DRT.

The management of the group believes that the claim is not tenable and consequently no provision is required in respect of this in the consolidated financial statements.

58. (i.) Government of Maharashtra ("GOM") through the Project Authority i.e., Maharashtra State Road Development Corporation Limited ("MSRDC"), entered into the Concession Agreement ("CA") with Maharashtra Border Check Post Network Limited ("MBCPNL" or "Concessionaire"). The Concessionaire on June 27, 2025 received a notice of termination of the said Concession Agreement from GOM ("Termination Notice"). MBCPNL has responded on July 11, 2025, asserting that the termination is legally untenable as per the terms of the Concession and Substitution Agreements and not accepted the same. The management of MBCPNL remains confident about the settlement of the above matter including ongoing project related cost variation claim. There is no further development in this matter.

(ii) The MBCPNL has accepted and accounted certain project related costs variation towards increased cost of construction due to delay in execution of the Modernization and Computerisation of 24 Border Check Post Project ('BCP Project') (including 2 additional check post). Such cost variations incurred due to various reasons not attributable to the MBCPNL, in terms of service concession agreement, up to March 31, 2026 is INR 2,228.84 Million (March 31, 2025 INR 2,228.84 Million). The costs has been accounted as intangible asset / intangible assets under development. Further, such cost variations is required to be approved by Government of Maharashtra (GoM) although the Independent Engineer of the Project, Technical Evaluation Committee duly appointed by Project Steering Committee of Maharashtra State Road Development Corporation Limited ('the Project Authority') which is monitoring the project progress and the lender's independent engineer have in-principle accepted and recommended MBCPNL's cost variation claim. Based on the recommendations at the project steering committee, GoM (Grantor) will conclude in regard to cost variation claim of the MBCPNL although the MBCPNL is confident that the additional costs accounted in the books will be fully accepted by the GoM.

(iii) Due to a malicious cyber-attack, Fastag services were disrupted across all 23 Border Check Posts (BCPs) of the MBCPNL from September 14, 2025 after 12 am in the morning. Major BCPs resumed operations within 2–3 days, and full restoration was achieved within 7–8 days. During the downtime, manual receipts were issued for service fee collections in cash, and in the cases where cash collection could not be done vehicle data was manually uploaded to the Fastag server to ensure complete revenue recovery. Appropriate controls were maintained to safeguard financial integrity.

(iv) Pursuant to the Share Purchase Agreement ("SPA") dated August 16, 2021, as amended and restated on January 27, 2022, between Adani Road Transport Limited ("ARTL") and Sadbhav Infrastructure Project Limited ("SIPL"), ARTL acquired 49% of the equity share capital of the Company during FY 2021–22. The acquisition of the remaining 51% equity interest is pending completion in accordance with the terms of the SPA.

Further, consequent to the acquisition of a controlling interest in Maharashtra Border Check Post Network Limited ("MBCPNL"), certain pre acquisition balances(Receivable and Payable) relating to legacy transactions remain outstanding in the books of the MBCPNL and are under settlement. Upon settlement and completion of the acquisition of the remaining equity interest by ARTL, such balances will be appropriately adjusted in the books of MBCPNL.

59. The Group uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. However, the audit trail feature is not available for certain direct changes to database for certain non editable fields/ tables of the accounting software . Further no instance of audit trail feature being tampered with was noted in respect of the accounting software. Additionally, the audit trail has been preserved by the Group as per the statutory requirements for record retention.

60. As at March 31, 2026, the outstanding amount of unlisted non-convertible debentures of the Company is aggregating to INR 650.60 Million . Said debentures being not listed, the disclosure required in terms of clause no 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is not required.

61. Ahmedabad Ring Road Infrastructure Limited (ARRIL) , subsidiary of the Group has issued the NCD during the year ended March 31, 2025 amounting to INR 3,340 Million, the listed Non-Convertible debentures are secured by first ranking pari passu charge by way of deed of hypothecation, pledge of shares and mortgage of properties in favour of the Debenture Trustee. However during the year ended March 31, 2026 the said subsidiary has redeem all outstanding debentures by availing a term loan facility from Kotak Mahindra Bank Limited on October 20, 2025.

62. In case of Sadbhav Hybrid Annuity Projects Limited (SHAPL), one of the subsidiary of the Group, in which Corporate Guarantee issued by SHAPL in respect of Non-Convertible Debentures raised by Sadbhav Infrastructure Project Limited (SIPL), the debenture holders of SIPL have initiated legal proceeding and have also invoked the said Corporate Guarantee. An application under the Insolvency and Bankruptcy code, 2016 has been filed against SHAPL, which is currently pending before the NCLT, New Delhi.
Since the outcome of the aforesaid matter is presently uncertain, no adjustment is required in the financial statements of SHAPL for the year ended March 31, 2026.

63. The Ministry of Labour & Employment (MoLE), Government of India, has notified the implementation of four Labour Codes, namely the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, with effect from 21st November 2025 consolidating 29 existing labour laws. The corresponding supporting rules under these codes has been notified in the State of Gujarat.
The impact of New Labour code has resulted in increase in liability of INR 0.48 million has been considered as employee benefit expenses in the consolidated financial statements for the year ended March 31, 2026 as overall impact of the same was not material for the Group.
The Group continues to monitor the development pertaining to new labour code and will evaluate the impact if any on the measurement of the employee benefits liabilities.

64. One of its subsidiary namely Sadbhav Nainital Highway Limited (SNHL or Concessionaire), which is engaged in construction, operation and maintenance of infrastructure project under concession agreement with National Highways Authorities of India (NHAI). NHAI at the request of the SNHL vide its letter dated April 17, 2023, has approved harmonious substitution of Concessionaire.

Thereafter SNHL executed Endorsement Agreement dated July 14, 2023 with the approval of NHAI for harmonious substitution of the SNHL as Concessionaire in favour of new Concessionaire for implementation of the project and also entered into Definitive Agreement on August 01, 2023. In terms of these agreements the project and project assets as defined in the Concession Agreement along with the relevant rights and obligations of SNHL are transferred to the new Concessionaire for substitution of the SNHL in consideration of INR 900 Millions.

65. Other Regulatory requirements

(i) The Group does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) The Group is not required to provide Quarterly Information System to Banks/ financial instituions on quarterly basis.

(iii) As at March 31, 2026 there is no unutilised amounts in respect of any issue of securities and long term borrowings from banks and financial institutions. The borrowed funds have been utilised for the specific purpose for which the funds were raised.

(iv) The Group does not have any trasaction 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 Group has not traded or invested in crypto currency or virtual currency during the financial year.

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

(vii) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(viii) The Group has no transaction and or outstanding balance as at March 31, 2026 with the companies struck off under Companies Act, 2013.

(ix) The Group is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(x) The Group is not declared as wilful defaulter by any Bank or Financial Institution or Other lenders.

(xi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall

(i) 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

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

66. Some of the vendors have initiated legal proceeding against the Group for recovery of their dues. The Management contends that in these cases the amount payable in respect of goods and service availed from such vendors is adequately provided in the books of accounts. However the vendors have claimed additional amount on account of interest etc. which is contested by the Group and according to the Group such claims are not tenable and does not require provision in books of accounts. Having regard to this the management of the Group believes that carrying amount of trade payables is fairly valued.

67. The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on August 12, 2024 approved Employee Stock Options to the eligible employees of the Company and its Subsidiary Companies and Holding Company under Sadbhav Infrastructure Project Limited Employee Stock Option Plan-2024. The said scheme was subsequently approved by the shareholders at the Annual General Meeting held on September 30, 2024. However, as of March 31, 2026, no stock options have been granted under the said Plan.

68. As at March 31, 2026 Group's accumulated losses exceeded paid up capital by INR (6,184.88) millions. Further some of the subsidiary Companies finds difficulty in meeting obligations of the lenders and accounts of some of the subsidiary companies have been classified as NPA by the lenders.Debenture Holders of the Company has initiated legal action against the company demanding payment pursuant to Directed redemption notice. The actual redemption of series B of Debenture is scheduled in July, 2026. The Company is in the process of taking necessary remedial measure in the matter. These factors raise concern about Group's ability to continue as going concern. The management represents that the Group holds investments in 2 Toll assets. The liquidity position of the Group is improving on account of conclusion of stake sale/Harmonious substitution of the SPV's , realisation of claims and cost control measures till the period ended March 31, 2026. Further on the basis of cashflow projections considering monetisation of assets, realisation of claims and cost control measures, the Group will be able to repay or settle its liabilities as and when they fall due. In view of this, in the opinion of the management the going concern assumption adopted in preparation of these consolidated financial statements is appropriate.

69. The Group define in these consolidated financial statements means, Sadbhav Infrastructure Projects Limited (Company) and all subsidiaries of the company. The group represents Sadbhav Infrastructure Projects Limited and its fourteen subsidiary companies which is the companies incorporated in india in these Consolidated Financial Statements.

70. **Previous year comparatives**

Figures for the previous periods have been regrouped/ rearranged, wherever necessary, to make them comparable with those of the current year. However it is not considered as material for overall consolidated financial statements and does not have a material effect on the balance sheet at the beginning of the preceeding year.

As per our report of even date

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Mittali Dakwala
Partner
Membership No. 143236

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Shashin Patel
Executive Chairman and Whole Time Director
DIN: 00048328

Kedar Pandya
Company Secretary
M.No.: A75764

Kaivan K. Vora
Chief Financial Officer
DIN: 11158929

Date: May 27, 2026
Place: Ahmedabad

Disclaimer

This Annual Report contains forward-looking information to enable investors to comprehend company's prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We can not guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties, and even less than accurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

SIPL
SADBHAV
Infrastructure Project Ltd.

SADBHAV INFRASTRUCTURE PROJECT LIMITED
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TheGroundRealities