

Date: 14.02.2025

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001.
Scrip Code: 533152

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East, Mumbai- 400051.
Symbol: MBLINFRA

Sir,

Sub: Outcome of the Board Meeting held on 14th February, 2025

Please note that the Board of Directors of the Company in its meeting held on 14th February, 2025, has, inter-alia, considered, approved and adopted the Un-audited Financial Results (both Standalone & Consolidated) for the quarter and nine months ended 31st December, 2024. A copy of the Financial Results (both Standalone & Consolidated) of the Company for the quarter and nine months ended 31st December, 2024 along with Limited Review Report of the Statutory Auditors thereon are enclosed.

The meeting commenced at 5.00 P.M and concluded at 6.25 P.M.

This may be treated as compliance with the Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Thanking you,
Yours faithfully,
For MBL Infrastructure Ltd.


(Anubhav Maheshwari)
Company Secretary



Encl: a/a

MBL Infrastructure Ltd.
(Formerly MBL Infrastructures Ltd.)

Registered & Corporate Office : Baani Corporate One, Suite no. 308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi-110 025
Tel. : +91-11-48593300 - 10, Email : delhi@mblinfra.com Website : www.mblinfra.com, CIN-L27109DL1995PLC338407

MBL Infrastructure Limited
(CIN-L27109DL1995PLC338407)

Registered & Corporate Office: Baani Corporate One, Suite No. 308, 3rd Floor,
Plot No. 5, Commercial Centre, Jasola, New Delhi - 110025
Tel No. 011-44792982, www.mblinfra.com; Email : cs@mblinfra.com.

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024

(Rs. in Lakhs except earnings per share)

S. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31.12.2024	30.09.2024	31.12.2023	31.12.2024	31.12.2023	31.03.2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	a. Revenue from Operation	1855	2307	2217	6321	4463	5743
	b. Other Income (Refer note no. 12a)	3246	4064	3455	10656	9916	12672
	Total Income	5101	6371	5672	16977	14379	18415
2	Expenses						
	a. Cost of Materials Consumed	117	78	206	365	752	974
	b. Direct Labour, Sub-Contracts etc	30	36	42	105	789	809
	c. Employee Benefits Expense	124	116	121	357	410	560
	d. Finance Costs	583	-	-	583	-	-
	e. Depreciation and Amortisation Expense	107	114	123	337	374	493
	f. Other Expenses (Refer note no. 12b)	3938	5830	5012	14640	11620	14916
	Total Expenses	4899	6174	5504	16385	13945	17752
3	Profit/ (Loss) before Exceptional Item and Tax (1-2)	202	197	168	592	434	663
4	Exceptional Items	-	4026	-	4026	-	-
5	Profit/ (Loss) before Tax (3+4)	202	4223	168	4618	434	663
6	Tax Expense						
	a. Current Tax	-	-	-	-	-	-
	b. Deferred Tax	-	-	-	-	-	-
	c. Income Tax for Earlier Years	-	-	-	-	-	-
	Total Tax Expenses	-	-	-	-	-	-
7	Profit/ (Loss) for the period (5-6)	202	4223	168	4618	434	663
8	Other Comprehensive Income						
	a. Items that will not be reclassified to profit & Loss	3	2	-	7	-	10
	b. Income Tax relating to items that will not be reclassified to profit & Loss	-	-	-	-	-	-
	Total Other Comprehensive Income for the period (8)	3	2	-	7	-	10
9	Total Comprehensive Income for the period (7+8)	205	4225	168	4625	434	673
10	Paid up Equity Share Capital (Face value of Rs.10/- each)	11975	11975	10475	11975	10475	10475
11	Other Equity	-	-	-	-	-	113944
12	Earnings per Equity Share (EPS) (in Rs.)						
	a. EPS before Exceptional Items (Basic and Diluted) (in Rs.)	0.18	0.18	0.15	0.53	0.41	0.63
	b. EPS after Exceptional Items (Basic and Diluted) (in Rs.)	0.18	3.90	0.15	4.12	0.41	0.63



Notes

- 1 These unaudited standalone financial results have been prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under Companies (Indian Accounting Standards) Rules, 2015 as amended. The standalone financial results of the Company have been reviewed by the Audit Committee and approved and taken on record by the Board of Directors of the Company in their meeting held on 14th February, 2025. The same have also been subjected to Limited Review by the Statutory Auditors
- 2 Resolution Plan dated November 22, 2017 submitted by Mr. A K Lakhotia with 78.50% CoC majority support was approved under IBC, 2016 and Orders dated April 18, 2018, March 11, 2022, September 13, 2023 and September 30, 2024 by Hon'ble National Company Law Tribunal ("NCLT"), Kolkata, Orders dated August 16, 2019, May 23, 2023 and August 10, 2023 by Hon'ble National Company Law Appellate Tribunal ("NCLAT") and Orders dated January 18, 2022, August 04, 2023 and September 25, 2023 by Hon'ble Supreme Court were passed regarding approval and implementation of the Resolution Plan and the Resolution Plan has attained finality. The documents for implementation of the Approved Resolution Plan have been executed by the Banks on September 4, 2024, being the date of implementation of the Package/Resolution Plan.
- 3 The Resolution Plan approved under IBC is binding on all creditors including the Central Government, State Government, any Local Authority under section 31(1) of IBC, 2016. Claims not filed/ not admitted/ claims which do not form part of the approved Resolution Plan stand extinguished. The payments of claims are subject to reconciliation and rights and remedies available to the Company and are not acknowledged as debt.
- 4 As per legal advice received, in case of claim not filed by creditor against Corporate Guarantee(s) provided by the Company in respect of subsidiary company(ies), the same stand extinguished. Without prejudice to the above, as per the Resolution Plan dated November 22, 2017 of the Company approved under IBC, 2016 read with Orders dated April 18, 2018, March 11, 2022 and September 13, 2023 by Hon'ble NCLT, Kolkata, Order dated August 16, 2019 and May 23, 2023 passed by Hon'ble NCLAT and Order dated January 18, 2022, August 04, 2023 and September 25, 2023 passed by Hon'ble Supreme Court, the treatment of Corporate Guarantees is "Any amount arising out of invocation of existing Corporate Guarantees/Contingent Liabilities other than the current sub-judice matters will be paid after the payment of all the dues of Financial Creditors as per resolution plan, without any interest and penalties subject to the rights and remedies available to the Company" and "All amounts will be paid after proper reconciliation and without prejudice to the legal remedies available to the Company."
- 5 The Company has received legal advice that the dissenting financial creditors are to be paid liquidation value in priority in proportion in 39 unequated quarterly installments of the period of 10 years in terms of the approved Resolution Plan. Hon'ble NCLT, Kolkata Bench vide its order dated 20.12.2024 has held that dissenting financial creditors are to get payment in full before any payment is made to the assenting financial creditors. The Company has filed appeal before Hon'ble NCLAT against the aforesaid order, which is pending adjudication.
- 6 The exceptional items have resulted from implementation of the Package/Resolution Plan by the Banks/Financial Creditors and are capital in nature and no income/profit has accrued nor any cash flow realised to the Company. The amount has been routed through Profit & Loss account as per requirement of Ind AS and being capital in nature has been transferred to Capital Reserve. Moreover, no real income/profit has accrued to the Company and in view of the above the same is not taxable under provisions of Income Tax Act and Rules without prejudice to the legal remedies available to the Company.
- 7 The Company has as at December 31, 2024 Non-Current Investment amounting to Rs.3984 lakhs (December 31, 2023; Rs.2984 lakhs) in its wholly owned subsidiary company MBL Projects Ltd. The net worth of the subsidiary does not represent true market value of the underlying investment/assets. The subsidiary holds shares in downstream SPVs in which projects were cancelled/terminated. Claims have been filed against cancellation/termination of the projects. These claims are based on the terms and conditions implicit in the contract in respect of cancelled/terminated projects. Considering the contractual tenability; legal advice received and progress of arbitration/ litigation, the management is confident of recovery of these claims. In view of this, the management is confident that the realisable amount is higher than the carrying value of the investment and, therefore, has considered the investment in the above subsidiary as good and recoverable
- 8 The Company has as at December 31, 2024 Non- Current Investment amounting to Rs.5110 lakhs (December 31, 2023; Rs.5110 lakhs) in its wholly owned subsidiary company MBL Highway Development Company Limited (MHDCL). The net worth of subsidiary does not represent true market value of the underlying investment/assets. There was a participation in concession agreement dated September 09, 2011 by way of project centric ECB facility as per prudential norms of financing infrastructure projects in India as per RBI guidelines and other applicable Indian laws in DBFOT project of MHDCL. Repayments and interest were to be made from escrow account out of deposit of user fee (toll) on achievement of Commercial Operation Date (COD). However the concession agreement was terminated by Authority on November 18, 2016. Legal proceedings are pending at various forums for adjudication of disputes including dispute resolution proceedings in India and summary judgement and certificate of enforcement from a foreign country and its execution petition in India by such participant, MHDCL has received legal advice that the same is not enforceable. MHDCL has counter claims against the participant exceeding the amount of the claims. However, provision has been made for claims including foreign exchange fluctuation as per 'conservative principles of accounting' but the same is not acknowledged as debt payable by MHDCL. MHDCL has invoked arbitration against the Authority and Lenders Representative / Escrow Agent on account of material defaults/breach on their part in fulfilling their obligations as per provisions of Substitution Agreement & Escrow Agreement and filed claims before Arbitral Tribunal constituted by Indian Council of Arbitration under the Substitution Agreement. Based on estimates like future business plan, arbitration proceedings and other factors, the management is confident that the realisable amount is higher than the carrying value of the investment and, therefore, the investment in the above subsidiary is good and recoverable.



- 9 The Company has as at December 31, 2024 Non-Current Investment amounting to Rs.18505 lakhs (December 30, 2023; Rs.18505 lakhs) in its wholly owned subsidiary company Suratgarh Bikaner Toll Road Company Private Limited (SBTRCPL). The net worth of the subsidiary does not represent true market value of the underlying investment/assets. There has been delay in Completion / Commercial Operation Date (COD) in respect of the DBFOT Project of the wholly owned subsidiary company, Suratgarh Bikaner Toll Road Company Private Ltd. (SBTRCPL) and SBTRCPL has applied to the Authority for extension of time in terms of the Concession Agreement. The repayment of loans is linked to Completion / COD. The Lenders had given undertaking not to recover till Completion. Differences and Disputes have arisen and SBTRCPL has invoked Arbitration in terms of the Dispute Resolution Mechanism under the Escrow Agreement dated April 10, 2013 on account of material defaults / breaches on their part in fulfilling their obligation as per provisions of the Concession Agreement, Substitution Agreement and Escrow Agreement and has raised claims. SBTRCPL started its tolling operations on February 17, 2019 for 156.635 km which increased to 166.415 km from April 01, 2021 and further to 170.26 km from October 01, 2023. The sanction rate of interest was 12.50% p.a. with reset clause on Completion / COD. Pending dispute resolution, provision for finance cost has been made @ 7.60% p.a. w.e.f. April 01, 2020 (rate as per the proposed Resolution Plan as on that date). In case the dispute is decided against SBTRCPL, there may be additional provision of interest of Rs.8892 lakhs as on December 31, 2024 (Rs.7486 lakhs as on December 31, 2023). In case the Dispute is resolved / settlement is arrived at with the Project Lenders, the provision of interest may be reversed, the amount of which is not ascertained as on date. Further, the classification of the term loan to long term / current maturity, provision for claims, carriage ways of intangible assets etc. may under go change. Two of the consortium lenders of SBTRCPL have filed application under section 7 of the IBC, 2016 which has been contested by SBTRCPL. In the opinion of the management the said applications are filed in the contravention and derogation of the Escrow Agreement, Substitution Agreement and Common Loan Agreement and are not maintainable. Four of the Consortium Lenders of SBTRCPL have filed petitions under section 19(4) of the Recovery of Debt and Bankruptcy Act, 1993 against SBTRCPL, which has been contested by SBTRCPL. In the opinion of the management the said applications are filed in the contravention and derogation of the Escrow Agreement, Substitution Agreement, Common Loan Agreement and are not maintainable. Based on estimates like future business plan, arbitration proceedings and other factors, the management is confident that the realisable amount is higher than the carrying value of the investment and, therefore, the investment in the above subsidiary is good and recoverable.
- 10 The Company has as at December 31, 2024 Non-Current Investment amounting to Rs.1500 lakhs (December 31, 2023; Rs.1500 lakhs) in its wholly owned subsidiary company MBL (MP) Toll Road Company Ltd ("MTRCL"). The net worth of subsidiary as at December 31, 2024 have been fully eroded. The net worth of subsidiary does not represent true market value of the underlying investment/assets. There was a participation in concession agreement dated December 07, 2011 by way of project centric ECB facility as per prudential norms of financing infrastructure projects in India in terms of RBI guidelines & other applicable Indian laws in Toll + Annuity project of MTRCL. Repayments and interest were to be made from escrow account out of deposit of semi annual annuity and user fee (toll) on achievement of Completion / Commercial Operation Date (COD). Arbitration proceedings have been initiated by MTRCL under Arbitration & Conciliation Act, 1996 vide notice dated March 20, 2023 against the Authority and Lenders Representative / Escrow Agent for differences and disputes that have arisen due to breach of escrow agreement dated March 22, 2012. The Arbitration case has been registered with Indian Council of Arbitration as case No. AC-2373 and MTRCL has raised claims. MTRCL has also filed application under Section 9 of Arbitration & Conciliation Act 1996 before Commercial Court, Bhopal and the case has been registered as MJC AV 42/2024. The Adjudicating Authority (NCLT, New Delhi) vide its order dated 21.01.2025 has initiated Corporate Insolvency Resolution Process on an application filed by Punjab National Bank (International) Ltd (PNBIL) u/s 7 of Insolvency & Bankruptcy Code, 2016 and Interim Resolution Professional (IRP) has been appointed. The powers of the members of the Board of Directors of MTRCL are suspended and management of MTRCL vests with IRP. The Company is in process of evaluating the financial impact of the order and will make necessary disclosures/intimation, as done in past.
- 11 The Company has claims in respect of cost over-runs arising due to client responsibility delays, client's suspension of projects, deviation in design, change in scope of work etc., which are at various stages of negotiation/ discussion with the clients/ arbitration /litigation. The realisability of these claims are estimated by the Company based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and external experts, wherever necessary. Revenue in respect of claim is recognised to the extent the Company is reasonably certain of their realisation. Realisation of above claims may be lower than the claims recognized if the Company decides to settle the same out of court in future considering the substantial time involved in litigation. Impact thereof will be considered in the year of such settlement.

12 a. Other income comprises:

Particulars	(Rs. In Lakhs)					
	Quarter Ended			Nine Months Ended		Year Ended
	31.12.2024 (Unaudited)	30.09.2024 (Unaudited)	31.12.2023 (Unaudited)	31.12.2024 (Unaudited)	31.12.2023 (Unaudited)	31.03.2024 (Audited)
a. Ind-AS Adjustment	2698	4020	3444	10047	9836	12569
b. Interest on fixed deposits	45	42	11	99	58	80
c. Others	503	2	-	510	22	23
Total	3246	4064	3455	10656	9916	12672

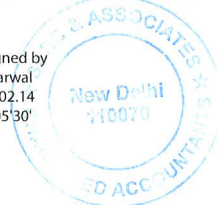
b. Other expenses comprises:

Particulars	(Rs. In Lakhs)					
	Quarter Ended			Nine Months Ended		Year Ended
	31.12.2024 (Unaudited)	30.09.2024 (Unaudited)	31.12.2023 (Unaudited)	31.12.2024 (Unaudited)	31.12.2023 (Unaudited)	31.03.2024 (Audited)
a. Ind-AS Adjustment on Financial Asset	2459	5141	4616	12065	10215	13186
b. Ind-AS Adjustment on Financial Liabilities	1143	239	72	1463	219	293
c. Others	336	450	324	1112	1186	1437
Total	3938	5830	5012	14640	11620	14916

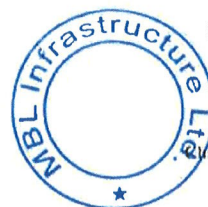
- 13 The Company is engaged in Infrastructure Construction/Project activities which are seasonal in nature and the margins vary based on the accrual of cost and recognition of income in different quarters due to nature of business or events which lead to revision in cost to complete.
- 14 The Company's operations consist of construction/project activities and there are no other reportable segments under Indian Accounting Standard 108 - Operating Segments.
- 15 Figures for the previous period/quarter have been reworked/regrouped/recasted, wherever considered necessary.
- 16 All figures are in lakhs except earnings per share. Figures in () denote negative/decrease.

Kamal
Aggarwal

Digitally signed by
Kamal Aggarwal
Date: 2025.02.14
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Date: February 14, 2025
Place: New Delhi



For MBL Infrastructure Ltd.

Anjane Kumar Lakhota
Chairman & Managing Director
DIN 00357695

SV/2024-25/040

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
MBL Infrastructure Limited**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **MBL Infrastructure Limited** (the "Company") for the quarter and nine months ended December 31, 2024 and year to date period from April 01, 2024 to December 31, 2024 (the "Statement") being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended thereafter (the "Listing Regulations")
2. The Company's management is responsible for the preparation of the statement in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 ("the Act") as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India ("ICAI"). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ("Ind AS") specified under section 133 of the Act, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Emphasis of Matters

We draw attention to the following matters in the notes to the accompanying standalone financial results:

- a. Note 2 regarding the approval of Resolution Plan dated November 22, 2017 submitted by Mr. A K Lakhotia with 78.50% CoC majority support was approved under IBC, 2016 and Orders dated April 18, 2018, March 11, 2022, September 13, 2023 and September 30, 2024 by Hon'ble National Company Law Tribunal ("NCLT"), Kolkata, Orders dated August 16, 2019, May 23, 2023 and August 10, 2023 by Hon'ble National Company Law Appellate Tribunal ("NCLAT") and Orders dated January 18, 2022, August 04, 2023 and September 25, 2023 by Hon'ble Supreme Court were passed regarding approval and implementation of the Resolution Plan and the Resolution Plan has attained finality. The documents for implementation of the Approved Resolution Plan have been executed by the Banks on September 4, 2024, being the date of implementation of the Package/Resolution Plan.
- b. Note 3 regarding the Resolution Plan approved under IBC is binding on all creditors including the Central Government, State Government, any Local Authority under section 31(1) of IBC, 2016. Claims not filed/ not admitted/ claims which do not form part of the approved Resolution Plan stand extinguished. The payments of claims are subject to reconciliation and rights and remedies available to the Company and are not acknowledged as debt.
- c. Note 4 regarding the legal advice received, in case of claim not filed by creditor against Corporate Guarantee(s) provided by the Company in respect of subsidiary company(ies), the same stand extinguished. Without prejudice to the above, as per the Resolution Plan dated November 22, 2017 of the Company approved under IBC, 2016 read with Orders dated April 18, 2018, March 11, 2022 and September 13, 2023 by Hon'ble NCLT, Kolkata, Order dated August 16, 2019 and May 23, 2023 passed by Hon'ble NCLAT and Order dated January 18, 2022, August 04, 2023 and September 25, 2023 passed by Hon'ble Supreme Court, the treatment of Corporate Guarantees is "Any amount arising out of invocation of existing Corporate Guarantees/Contingent Liabilities other than the current sub-judice matters will be paid after the payment of all the dues of Financial Creditors as per resolution plan, without any interest and penalties subject to the rights and remedies available to the Company" and "All amounts will be paid after proper reconciliation and without prejudice to the legal remedies available to the Company."
- d. Note 5 regarding the legal advice received by the Company, the dissenting financial creditors are to be paid liquidation value in priority in proportion in 39 unequated quarterly installments of the period of 10 years in terms of the approved Resolution Plan. Hon'ble NCLT, Kolkata Bench vide its order dated December 20, 2024 has held that dissenting financial creditors are to get payment in full before any payment is made to the assenting financial creditors. The Company has filed an appeal before Hon'ble NCLAT against the aforesaid order, which is pending adjudication.
- e. Note 6 regarding the exceptional items have resulted from implementation of the Package/ Resolution Plan by the Banks/Financial Creditors and are capital in nature and no income/profit has accrued nor any cash flow realised to the Company. The amount has been routed through Profit & Loss account as per requirement of Ind AS and being capital in nature has been transferred to Capital Reserve. Moreover, no real income/ profit has accrued to the Company and in view of the above the same is not taxable under provisions



of Income Tax Act and Rules without prejudice to the legal remedies available to the Company.

- f. Note 7 regarding the Non-Current Investment as at December 31, 2024 amounting to Rs.3,984 lakhs (December 31, 2023; Rs.2,984 lakhs) in its wholly owned subsidiary company MBL Projects Ltd. The net worth of the subsidiary does not represent true market value of the underlying investment/assets. The subsidiary holds share in downstream SPVs in which projects were cancelled/terminated. Claims have been filed against cancellation/termination of the projects. These claims are based on the terms and conditions implicit in the contract in respect of cancelled/terminated projects. Considering the contractual tenability; legal advice received and progress of arbitration/ litigation, the management is confident of recovery of these claims. In view of this, the management is confident that the realisable amount is higher than the carrying value of the investment and, therefore, has considered the investment in the above subsidiary as good and recoverable.
- g. Note 8 regarding the Non-Current Investment as at December 31, 2024 amounting to Rs.5,110 lakhs (December 31, 2023; Rs.5,110 lakhs) in its wholly owned subsidiary company MBL Highway Development Company Limited (MHDCL). The net worth of subsidiary does not represent true market value of the underlying investment/assets. There was a participation in concession agreement dated September 09, 2011 by way of project centric ECB facility as per prudential norms of financing infrastructure projects in India as per RBI guidelines and other applicable Indian laws in DBFOT project of MHDCL. Repayments and interest were to be made from escrow account out of deposit of user fee (toll) on achievement of Commercial Operation Date (COD). However, the concession agreement was terminated by Authority on November 18, 2016. Legal proceedings are pending at various forums for adjudication of disputes including dispute resolution proceedings in India and summary judgement and certificate of enforcement from a foreign country and its execution petition in India by such participant. MHDCL has received legal advice that the same is not enforceable. MHDCL has counter claims against the participant exceeding the amount of the claims. However, provision has been made for claims including foreign exchange fluctuation as per 'conservative principles of accounting' but the same is not acknowledged as debt payable by MHDCL. MHDCL has invoked arbitration against the Authority and Lenders Representative / Escrow Agent on account of material defaults/breach on their part in fulfilling their obligations as per provisions of Substitution Agreement & Escrow Agreement and filed claims before Arbitral Tribunal constituted by Indian Council of Arbitration under the Substitution Agreement. Based on estimates like future business plan, arbitration proceedings and other factors, the management is confident that the realisable amount is higher than the carrying value of the investment and, therefore, the investment in the above subsidiary is good and recoverable.
- h. Note 9 regarding the Non-Current Investment as at December 31, 2024 amounting to Rs.18,505 lakhs (December 31, 2023; Rs.18,505 lakhs) in its wholly owned subsidiary company Suratgarh Bikaner Toll Road Company Private Limited (SBTRCPL). The net worth of the subsidiary does not represent true market value of the underlying investment/assets. There has been delay in Completion / Commercial Operation Date (COD) in respect of the DBFOT Project of the wholly owned subsidiary Company, Suratgarh Bikaner Toll Road Company Private Ltd. (SBTRCPL) and SBTRCPL has applied to the Authority for extension of time in terms of the Concession Agreement. The repayment of loans is linked to Completion / COD. The Lenders had given undertaking



not to recover till Completion. Differences and Disputes have arisen and SBTRCPL has invoked Arbitration in terms of the Dispute Resolution Mechanism under the Escrow Agreement dated April 10, 2013 on account of material defaults / breaches on their part in fulfilling their obligation as per provisions of the Concession Agreement, Substitution Agreement and Escrow Agreement and has raised claims. SBTRCPL started its tolling operations on February 17, 2019 for 156.635 km which increased to 166.415 km from April 01, 2021 and further to 170.26 km from October 01, 2023. The sanction rate of interest was 12.50% p.a. with reset clause on Completion / COD. Pending dispute resolution, provision for finance cost has been made @ 7.60% p.a. w.e.f. April 01, 2020 (rate as per the proposed Resolution Plan as on that date). In case the dispute is decided against SBTRCPL, there may be additional provision of interest of Rs.8,892 lakhs as on December 31, 2024 (Rs.7,486 lakhs as on December 31, 2023). In case the Dispute is resolved / settlement is arrived at with the Project Lenders, the provision of interest may be reversed, the amount of which is not ascertained as on date. Further, the classification of the term loan to long term / current maturity, provision for claims, carriage ways of intangible assets etc. may undergo change. Two of the consortium lenders of SBTRCPL have filed application under section 7 of the IBC, 2016 which has been contested by SBTRCPL. In the opinion of the management the said applications are filed in the contravention and derogation of the Escrow Agreement, Substitution Agreement and Common Loan Agreement and are not maintainable. Four of the Consortium Lenders of SBTRCPL have filed petitions under section 19(4) of the Recovery of Debt and Bankruptcy Act, 1993 against SBTRCPL, which has been contested by SBTRCPL. In the opinion of the management the said applications are filed in the contravention and derogation of the Escrow Agreement, Substitution Agreement, Common Loan Agreement and are not maintainable. Based on estimates like future business plan, arbitration proceedings and other factors, the management is confident that the realisable amount is higher than the carrying value of the investment and, therefore, the investment in the above subsidiary is good and recoverable.

- i. Note 10 regarding the Non-Current Investment as at December 31, 2024 amounting to Rs.1,500 lakhs (December 31, 2023; Rs.1,500 lakhs) in its wholly owned subsidiary company MBL (MP) Toll Road Company Ltd ("MTRCL"). The net worth of subsidiary as at December 31, 2024 have been fully eroded. The net worth of subsidiary does not represent true market value of the underlying investment/assets. There was a participation in concession agreement dated December 07, 2011 by way of project centric ECB facility as per prudential norms of financing infrastructure projects in India in terms of RBI guidelines & other applicable Indian laws in Toll + Annuity project of MTRCL. Repayments and interest were to be made from escrow account out of deposit of semiannual annuity and user fee (toll) on achievement of Completion / Commercial Operation Date (COD). Arbitration proceedings have been initiated by MTRCL under Arbitration & Conciliation Act, 1996 vide notice dated March 20, 2023 against the Authority and Lenders Representative / Escrow Agent for differences and disputes that have arisen due to breach of escrow agreement dated March 22, 2012. The Arbitration case has been registered with Indian Council of Arbitration as case No. AC-2373 and MTRCL has raised claims. MTRCL has also filed application under Section 9 of Arbitration & Conciliation Act 1996 before Commercial Court, Bhopal and the case has been registered as MJC AV 42/2024. The Adjudicating Authority (NCLT, New Delhi) vide its order dated 21.01.2025 has initiated Corporate Insolvency Resolution Process on an application filed by Punjab National Bank (International) Ltd (PNBIL) u/s 7 of Insolvency & Bankruptcy Code, 2016 and Interim Resolution Professional (IRP) has been appointed. The powers of the members of the Board of Directors of MTRCL are suspended and management of



MTRCL vests with IRP. The Company is in process of evaluating the financial impact of the order and will make necessary disclosures/intimation, as done in past.

- j. Note 11 regarding the claims in respect of cost over-runs arising due to client responsibility delays, client's suspension of projects, deviation in design, change in scope of work etc., which are at various stages of negotiation/ discussion with the clients/ arbitration /litigation. The realisability of these claims are estimated by the Company based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and external experts, wherever necessary. Revenue in respect of claim is recognised to the extent the Company is reasonably certain of their realisation. Realisation of above claims may be lower than the claims recognized if the Company decides to settle the same out of court in future considering the substantial time involved in litigation. Impact thereof will be considered in the year of such settlement.

Our conclusion is not modified in respect of the above matters.

For S A R C & Associates
Chartered Accountants
ICAI Firm Registration No.006085N

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Kamal Aggarwal
Date: 2025.02.14
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Kamal Aggarwal
Partner
Membership No.: 090129
UDIN No: 25090129BMJMBO7160



Place: New Delhi
Date: February 14, 2025

MBL Infrastructure Limited

(CIN-L27109DL1995PLC338407)

Registered & Corporate Office: Baani Corporate One, Suite No. 308, 3rd Floor,
Plot No. 5, Commercial Centre, Jasola, New Delhi - 110025
Tel No. 011-44792982, www.mblinfra.com; Email : cs@mblinfra.com.

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024
(Rs. in Lakhs except earnings per share)

S. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31.12.2024 (Unaudited)	30.09.2024 (Unaudited)	31.12.2023 (Unaudited)	31.12.2024 (Unaudited)	31.12.2023 (Unaudited)	31.03.2024 (Audited)
1	Income						
	a. Revenue from Operation	3,045	3,295	3,268	9,715	9,837	12,241
	b. Other Income (Refer note No.12a)	3,311	4,130	3,557	10,852	10,224	13,105
	Total Income	6,356	7,425	6,825	20,567	20,061	25,346
2	Expenses						
	a. Cost of Materials Consumed	118	79	206	368	754	978
	b. Direct Labour, Sub-Contracts etc	32	39	40	111	792	822
	c. Employee Benefits Expense	290	277	279	836	902	1,205
	d. Finance Costs	1,126	555	623	2,251	1,949	2,533
	e. Depreciation and Amortisation Expense	1,558	1,440	1,498	4,620	4,863	6,308
	f. Other Expenses (Refer note No.12b)	6,303	6,681	5,108	18,544	13,606	17,443
	Total Expenses	9,427	9,071	7,754	26,730	22,866	29,289
3	Profit / (Loss) before Exceptional Item and tax (1- 2)	(3,071)	(1,646)	(929)	(6,163)	(2,805)	(3,943)
4	Exceptional Items	-	4,026	-	27,854	-	-
5	Profit/(Loss) before Tax (3+4)	(3,071)	2,380	(929)	21,691	(2,805)	(3,943)
6	Tax Expense						
	a. Current Tax	-	-	-	-	-	-
	b. Deferred Tax	(3)	(1)	-	(4)	(1)	(10)
	c. Income Tax for Earlier Years	-	-	-	-	-	-
	Total Tax Expenses	(3)	(1)	-	(4)	(1)	(10)
7	Profit / (Loss) for the period (5-6)	(3,068)	2,381	(929)	21,695	(2,804)	(3,933)
8	Other Comprehensive Income						
	a. Items that will not be reclassified to profit & Loss	3	-	(1)	7	-	10
	b. Income Tax relating to items that will not be reclassified to profit & Loss	-	-	-	-	-	-
	Total Other Comprehensive Income for the period (8)	3	-	(1)	7	-	10
9	Total Comprehensive Income for the period (7+8)	(3,065)	2,381	(930)	21,702	(2,804)	(3,923)
10	Paid up Equity Share Capital (Face value of 10 each)	11,975	11,975	10,475	11,975	10,475	10,475
11	Other Equity	-	-	-	-	-	64,202
12	Earnings per Equity Share (EPS) (in Rs.)						
	a. EPS before Exceptional Items (Basic and Diluted) (In Rs.)	(2.83)	(1.52)	(0.89)	(5.68)	(2.68)	(3.75)
	b. EPS after Exceptional Items (Basic and Diluted) (In Rs.)	(2.83)	2.20	(0.89)	20.04	(2.68)	(3.75)



Notes

- 1 MBL Infrastructure Ltd. ('the Holding Company') and its subsidiaries are together referred to as 'the Group' in the following notes. These unaudited consolidated financial results have been prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under Companies (Indian Accounting Standards) Rules, 2015 as amended. The consolidated financial results of the Group have been reviewed by the Audit Committee and approved and taken on record by the Board of Directors of the Holding Company in their meeting held on February 14, 2025. The same have also been subjected to Limited Review by the Statutory Auditors.
- 2 Resolution Plan of the Holding Company dated November 22, 2017 submitted by Mr. A K Lakhota with 78.50% CoC majority support was approved under IBC, 2016 and Orders dated April 18, 2018, March 11, 2022, September 13, 2023 and September 30, 2024 by Hon'ble National Company Law Tribunal ("NCLT"), Kolkata, Orders dated August 16, 2019, May 23, 2023 and August 10, 2023 by Hon'ble National Company Law Appellate Tribunal ("NCLAT") and Orders dated January 18, 2022, August 04, 2023 and September 25, 2023 by Hon'ble Supreme Court were passed regarding approval and implementation of the Resolution Plan and the Resolution Plan has attained finality. The documents for implementation of the Approved Resolution Plan have been executed by the Banks on September 4, 2024, being the date of implementation of the Package/Resolution Plan.
- 3 The Resolution Plan approved under IBC is binding on all creditors including Central Government, State Government, any Local Authority under section 31(1) of IBC, 2016. Claims not filed/ not admitted/ claims which do not form part of the approved Resolution Plan stand extinguished. The payments of claims are subject to reconciliation and rights and remedies available to the Group and are not acknowledged as debt.
- 4 As per legal advice received, in case of claim not filed by financial creditor against Corporate Guarantee(s) provided by the Holding Company in respect of subsidiary company(ies), the same stand extinguished. Without prejudice to the above, as per the Resolution Plan dated November 22, 2017 of the Company approved under IBC, 2016 read with Orders dated April 18, 2018, March 11, 2022 and September 13, 2023 by Hon'ble NCLT, Kolkata, Order dated August 16, 2019 and May 23, 2023 passed by Hon'ble NCLAT and Order dated January 18, 2022, August 04, 2023 and September 25, 2023 passed by Hon'ble Supreme Court, the treatment of Corporate Guarantees is as "Any amount arising out of invocation of existing Corporate Guarantees/Contingent Liabilities other than the current sub-judice matters will be paid after the payment of all the dues of Financial Creditors as per resolution plan, without any interest and penalties subject to the rights and remedies available to the Company" and "All amounts will be paid after proper reconciliation and without prejudice to the legal remedies available to the Company".
- 5 The Company has received legal advice that the dissenting financial creditors are to be paid liquidation value in priority in proportion in 39 unquoted quarterly installments of the period of 10 years in terms of the approved Resolution Plan. Hon'ble NCLT, Kolkata Bench vide its order dated 20.12.2024 has held that dissenting financial creditors are to get payment in full before any payment is made to the assenting financial creditors. The Company has filed appeal before Hon'ble NCLAT against the aforesaid order, which is pending adjudication.
- 6 The exceptional items of Holding Company have resulted from implementation of the Resolution Plan/ Package by the Banks/Financial Creditors and are Capital in nature and no income/profit has accrued nor any cash flow realised to the Company. The amount has been routed through Profit & Loss account as per requirement of Ind AS and being capital in nature has been transferred to Capital reserve. Moreover, no real income/profit has accrued to the Company and in view of the above the same is not taxable under provisions of Income Tax Act and Rules without prejudice to the legal remedies available to the Company.
- 7 There was a participation in concession agreement dated September 09, 2011 by way of project centric ECB facility as per prudential norms of financing infrastructure projects in India as per RBI guidelines and other applicable Indian laws in DBFOT project of MBL Highway Development Company Limited (MHDCL). Repayments and interest were to be made from escrow account out of deposit of user fee (toll) on achievement of Commercial Operation Date (COD). However the concession agreement was terminated by Authority on November 18, 2016. Legal proceedings are pending at various forums for adjudication of disputes including dispute resolution proceedings in India and summary judgement and certificate of enforcement from a foreign country and its execution petition in India by such participant. MHDCL has received legal advice that the same is not enforceable. MHDCL has counter claims against the participant exceeding the amount of the claims. However, provision has been made for claims including foreign exchange fluctuation as per 'conservative principles of accounting' but the same is not acknowledged as debt payable by MHDCL. MHDCL has invoked arbitration against the Authority and Lenders Representative / Escrow Agent on account of material defaults/breach on their part in fulfilling their obligations as per provisions of Substitution Agreement & Escrow Agreement and filed claims before Arbitral Tribunal constituted by Indian Council of Arbitration under the Substitution Agreement.
- 8 There has been delay in Completion / Commercial Operation Date (COD) in respect of the DBFOT Project of the wholly owned subsidiary Company, Suratgarh Bikaner Toll Road Company Private Ltd. (SBTRCPL) and SBTRCPL has applied to the Authority for extension of time in terms of the Concession Agreement. The repayment of loans is linked to Completion / COD. The Lenders had given undertaking not to recover till Completion. Differences and Disputes have arisen and SBTRCPL has invoked Arbitration in terms of the Dispute Resolution Mechanism under the Escrow Agreement dated April 10, 2013 on account of material defaults / breaches on their part in fulfilling their obligation as per provisions of the Concession Agreement, Substitution Agreement and Escrow Agreement and has raised claims. SBTRCPL started its tolling operations on February 17, 2019 for 156.635 km which increased to 166.415 km from April 01, 2021 and further to 170.26 km from October 01, 2023. The sanction rate of interest was 12.50% p.a. with reset clause on Completion / COD. Pending dispute resolution, provision for finance cost has been made @ 7.60% p.a. w.e.f. April 01, 2020 (rate as per the proposed Resolution Plan as on that date). In case the dispute is decided against SBTRCPL, there may be additional provision of interest of Rs 8892 lakhs as on December 31, 2024 (Rs 7486 lakhs as on December 31, 2023). In case the Dispute is resolved / settlement is arrived at with the Project Lenders, the provision of interest may be reversed, the amount of which is not ascertained as on date. Further, the classification of the term loan to long term / current maturity, provision for claims, carriage ways of intangible assets etc. may under go change. Two of the consortium lenders of SBTRCPL have filed application under section 7 of the IBC, 2016 which has been contested by SBTRCPL. In the opinion of the management the said applications are filed in the contravention and derogation of the Escrow Agreement, Substitution Agreement and Common Loan Agreement and are not maintainable. Four of the Consortium Lenders of SBTRCPL have filed petitions under section 19(4) of the Recovery of Debt and Bankruptcy Act, 1993 against SBTRCPL, which has been contested by SBTRCPL. In the opinion of the management the said applications are filed in the contravention and derogation of the Escrow Agreement, Substitution Agreement, Common Loan Agreement and are not maintainable.



- 9 There was a participation in concession agreement dated December 07, 2011 (Toll + Annuity) in wholly owned subsidiary Company, MBL (MP) Toll Road Company Ltd (MTRCL) by way of project centric ECB facility as per prudential norms of financing infrastructure projects in India as per RBI guidelines and other applicable Indian laws. Repayments and interest were to be made from escrow account out of deposit of semi annual annuity and user fee (toll) on achievement of Completion / Commercial Operation Date (COD). Differences and disputes have arisen and Arbitration proceedings have been initiated by the MTRCL under Arbitration & Conciliation Act, 1996 vide notice dated March 20, 2023 against the Authority and Lenders Representative / Escrow Agent for breach of escrow agreement dated March 22, 2012. The Arbitration case has been registered with Indian Council of Arbitration as case No. AC-2373 and MTRCL has raised claims. MTRCL has also filed application under Section 9 of Arbitration & Conciliation Act 1996 before Commercial Court, Bhopal which been registered as MJC AV 42/2024. The Adjudicating Authority (NCLT, New Delhi) vide its order dated 21.01.2025 has initiated Corporate Insolvency Resolution Process on an application filed by Punjab National Bank (International) Ltd (PNBIL) u/s 7 of Insolvency & Bankruptcy Code, 2016 and Interim Resolution Professional (IRP) has been appointed. The powers of the members of the Board of Directors of MTRCL are suspended and management of MTRCL vests with IRP.
- 10 Concession Agreements of wholly owned subsidiary compan(ies) namely MBL (MP) Road Nirman Company Limited, AAP Infrastructure Limited and MBL Highway Development Company Limited (the Concessionaires) were terminated by the Authorities. The group had accounted for Rs.4,582 lakhs in MBL (MP) Road Nirman Company Limited, Rs.3,704 lakhs in AAP Infrastructure Limited and Rs.15,542 lakhs in MBL Highway Development Company Limited aggregating Rs.23,828 Lakhs as loss due to Termination of Concession Agreements as 'Exceptional Item' in the FY 2017-18. The pleadings under the arbitration proceedings have been substantially completed. Based on legal advice the management is confident of recovering the loss written off. Accordingly, the said loss of Rs.23,828 lakhs has been reversed and shown as 'Exceptional Items' during the period.
- 11 The Group has claims in respect of cost over-run arising due to client responsibility delays, client's suspension of projects, deviation in design, change in scope of work etc., which are at various stages of negotiation/ discussion with the clients/ arbitration/ litigation. The realisability of these claims are estimated by the Company based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and external experts, wherever necessary. Revenue in respect of claim is recognised to the extent the Group is reasonably certain of their realisation. Realisation of above claims may be lower than the claims recognized if the Company decides to settle the same out of court in future considering the substantial time involved in litigation. Impact thereof will be considered in the year of such settlement.
- 12 a. Other income comprises:

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31.12.2024	30.09.2024	31.12.2023	31.12.2024	31.12.2023	31.03.2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
a. Ind-AS Adjustment	2,842	3,971	3,498	10,191	10,007	12,794
b. Interest on fixed deposits	60	55	59	136	194	248
c. Others	409	104	-	525	23	63
Total	3,311	4,130	3,557	10,852	10,224	13,105

b. Other expenses comprises:

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31.12.2024	30.09.2024	31.12.2023	31.12.2024	31.12.2023	31.03.2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
a. Ind-AS Adjustment on Financial Asset	2,459	5,141	4,616	12,065	10,215	13,186
b. Ind-AS Adjustment on Financial Liabilities	1,143	239	73	1,463	219	293
c. Others	2,701	1,301	419	5,016	3,172	3,964
Total	6,303	6,681	5,108	18,544	13,606	17,443

- 15 The Group is engaged in Infrastructure Construction/Project activities which are seasonal in nature and the margins vary based on the accrual of cost and recognition of income in different quarters due to nature of business or events which lead to revision in cost to complete.
- 16 The Group operations consist of construction/project activities and there are no other reportable segments under Indian Accounting Standard 108 - Operating Segments.
- 17 The Group reports consolidated financial results on quarterly basis as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. The standalone financial results are available on Company's website viz www.mblinfra.com and on website of BSE (www.bseindia.com) and NSE (www.nseindia.com). The specified items of the standalone financial results of the Holding Company for the quarter and nine months ended December, 31, 2024 are given below:

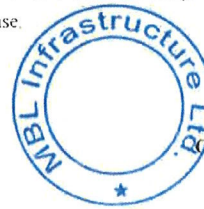
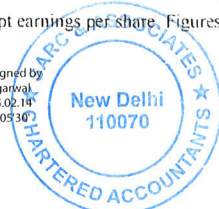
Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31.12.2024	30.09.2024	31.12.2023	31.12.2024	31.12.2023	31.03.2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Revenue	4721	6,371	5,672	16,597	14,379	18,415
Profit/ (Loss) Before Exceptional Items & Tax	202	200	168	592	434	663
Profit/ (Loss) After Exceptional items & Before Tax	202	846	168	4,618	434	663
Profit/ (Loss) for the Period	202	846	168	4,618	434	663

18 Figures for the previous period/quarter have been reworked/regrouped/recasted, wherever considered necessary.

19 All figures are in lakhs except earnings per share. Figures in () denote negative/decrease.

Kamal
Aggarwal
Date: 14 February, 2025
Place: New Delhi

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Kamal Aggarwal
Date: 2025.02.14
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For MBL Infrastructure Ltd.
Ajay Kumar Lakhota
Chairman & Managing Director
DIN 00357695

SV/2024-25/041

Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
MBL Infrastructure Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **MBL Infrastructure Limited** (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") for the quarter and nine months ended December 31, 2024 and year to date period from April 01, 2024 to December 31, 2024 ("the Statement"), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended thereafter (the "Listing Regulations").
2. The Holding Company's management is responsible for the preparation of the statement in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 (the "Act") as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India ("ICAI"). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India (SEBI), under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to date, to the extent applicable.

4. This Statement includes the financial results of below mentioned entities:
 - AAP Infrastructures Limited.
 - MBL Highway Development Company Limited.
 - MBL (MP) Toll Road Company Limited.



- MBL Projects Limited.
 - Suratgarh Bikaner Toll Road Company Private Limited.
 - MBL (MP) Road Nirman Company Limited.
 - STI Infrastructure Limited
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ("Ind AS") specified under section 133 of the Act, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. **Emphasis of Matters**

We draw attention to the following matters in the notes to the accompanying Consolidated Financial Statement:

- a. Note 2 regarding the approval of Resolution Plan of the Holding Company dated November 22, 2017 submitted by Mr. A K Lakhotia with 78.50% CoC majority support was approved under IBC, 2016 and Orders dated April 18, 2018, March 11, 2022, September 13, 2023 and September 30, 2024 by Hon'ble National Company Law Tribunal ("NCLT"), Kolkata, Orders dated August 16, 2019, May 23, 2023 and August 10, 2023 by Hon'ble National Company Law Appellate Tribunal ("NCLAT") and Orders dated January 18, 2022, August 04, 2023 and September 25, 2023 by Hon'ble Supreme Court were passed regarding approval and implementation of the Resolution Plan and the Resolution Plan has attained finality. The documents for implementation of the Approved Resolution Plan have been executed by the Banks on September 4, 2024, being the date of implementation of the Package/Resolution Plan.
- b. Note 3 regarding the Resolution Plan approved under IBC is binding on all creditors including Central Government, State Government, and any Local Authority under section 31(1) of IBC, 2016. Claims not filed/ not admitted/ claims which do not form part of the approved Resolution Plan stand extinguished. The payments of claims are subject to reconciliation and rights and remedies available to the Group and are not acknowledged as debt.
- c. Note 4 regarding the legal advice received, in case of claim not filed by financial creditor against Corporate Guarantee(s) provided by the Holding Company in respect of subsidiary company(ies), the same stand extinguished. Without prejudice to the above, as per the Resolution Plan dated November 22, 2017 of the Company approved under IBC, 2016 read with Orders dated April 18, 2018, March 11, 2022 and September 13, 2023 by Hon'ble NCLT, Kolkata, Order dated August 16, 2019 and May 23, 2023 passed by Hon'ble NCLAT and Order dated January 18, 2022, August 04, 2023 and September 25, 2023 passed by Hon'ble Supreme Court, the treatment of Corporate Guarantees is as "Any amount arising out of invocation of existing Corporate Guarantees/Contingent Liabilities other than the current sub-judice matters will be paid after the payment of all the dues of Financial Creditors as per resolution plan, without any interest and penalties subject to the rights and remedies available to the Company" and "All amounts will be paid after proper



reconciliation and without prejudice to the legal remedies available to the Company".

- d. Note 5 regarding the legal advice that the dissenting financial creditors are to be paid liquidation value in priority in proportion in 39 unequated quarterly installments of the period of 10 years in terms of the approved Resolution Plan. Hon'ble NCLT, Kolkata Bench vide its order dated 20.12.2024 has held that dissenting financial creditors are to get payment in full before any payment is made to the assenting financial creditors. The Company has filed appeal before Hon'ble NCLAT against the aforesaid order, which is pending adjudication.
- e. Note 6 regarding the exceptional items of Holding Company have resulted from implementation of the Resolution Plan/ Package by the Banks/Financial Creditors and are Capital in nature and no income/profit has accrued nor any cash flow realised to the Company. The amount has been routed through Profit & Loss account as per requirement of Ind AS and being capital in nature has been transferred to Capital reserve. Moreover, no real income/profit has accrued to the Company and in view of the above the same is not taxable under provisions of Income Tax Act and Rules without prejudice to the legal remedies available to the Company.
- f. Note 7 regarding the wholly owned subsidiary company MBL Highway Development Company Limited (MHDCL), which participated in concession agreement dated September 09, 2011 by way of project centric ECB facility as per prudential norms of financing infrastructure projects in India as per RBI guidelines and other applicable Indian laws in DBFOT project of MBL Highway Development Company Limited (MHDCL). Repayments and interest were to be made from escrow account out of deposit of user fee (toll) on achievement of Commercial Operation Date (COD). However, the concession agreement was terminated by Authority on November 18, 2016. Legal proceedings are pending at various forums for adjudication of disputes including dispute resolution proceedings in India and summary judgement and certificate of enforcement from a foreign country and its execution petition in India by such participant. MHDCL has received legal advice that the same is not enforceable. MHDCL has counter claims against the participant exceeding the amount of the claims. However, provision has been made for claims including foreign exchange fluctuation as per 'conservative principles of accounting' but the same is not acknowledged as debt payable by MHDCL. MHDCL has invoked arbitration against the Authority and Lenders Representative / Escrow Agent on account of material defaults/breach on their part in fulfilling their obligations as per provisions of Substitution Agreement & Escrow Agreement and filed claims before Arbitral Tribunal constituted by Indian Council of Arbitration under the Substitution Agreement.
- g. Note 8 regarding the wholly owned subsidiary company, Suratgarh Bikaner Toll Road Company Private Limited. (SBTRCPL) There has been delay in Completion / Commercial Operation Date (COD) in respect of the DBFOT Project of the wholly owned subsidiary Company, Suratgarh Bikaner Toll Road Company Private Ltd. (SBTRCPL) and SBTRCPL has applied to the Authority for extension of time in terms of the Concession Agreement. The repayment of loans is linked to Completion / COD. The Lenders had given undertaking not to recover till Completion. Differences and Disputes have arisen and SBTRCPL has invoked Arbitration in terms of the Dispute Resolution Mechanism under the Escrow Agreement dated April 10, 2013 on account of material defaults / breaches on their part in fulfilling their obligation as per provisions of the Concession Agreement, Substitution Agreement and Escrow Agreement and has raised claims. SBTRCPL started its tolling operations on February 17, 2019 for 156.635 km which increased to 166.415 km from April



01, 2021 and further to 170.26 km from October 01, 2023. The sanction rate of interest was 12.50% p.a. with reset clause on Completion / COD. Pending dispute resolution, provision for finance costs has been made @ 7.60% p.a. w.e.f. April 01, 2020 (rate as per the proposed Resolution Plan as on that date). In case the dispute is decided against SBTRCPL, there may be additional provision of interest of Rs.8892 lakhs as on December 31, 2024 (Rs.7486 lakhs as on December 31, 2023). In case the Dispute is resolved / settlement is arrived at with the Project Lenders, the provision of interest may be reversed, the amount of which is not ascertained as on date. Further, the classification of the term loan to long term / current maturity, provision for claims, carriage ways of intangible assets etc. may undergo change. Two of the consortium lenders of SBTRCPL have filed application under section 7 of the IBC, 2016 which has been contested by SBTRCPL. In the opinion of the management the said applications are filed in the contravention and derogation of the Escrow Agreement, Substitution Agreement and Common Loan Agreement and are not maintainable. Four of the Consortium Lenders of SBTRCPL have filed petitions under section 19(4) of the Recovery of Debt and Bankruptcy Act, 1993 against SBTRCPL, which has been contested by SBTRCPL. In the opinion of the management the said applications are filed in the contravention and derogation of the Escrow Agreement, Substitution Agreement, Common Loan Agreement and are not maintainable.

- h. Note 9 regarding the wholly owned subsidiary company MBL (MP) Toll Road Company Limited. (MTRCL), which participated in concession agreement dated December 07, 2011 (Toll + Annuity) in wholly owned subsidiary Company, MBL (MP) Toll Road Company Ltd (MTRCL) by way of project centric ECB facility as per prudential norms of financing infrastructure projects in India as per RBI guidelines and other applicable Indian laws. Repayments and interest were to be made from escrow account out of deposit of semiannual annuity and user fee (toll) on achievement of Completion / Commercial Operation Date (COD). Differences and disputes have arisen and Arbitration proceedings have been initiated by the MTRCL under Arbitration & Conciliation Act, 1996 vide notice dated March 20, 2023 against the Authority and Lenders Representative / Escrow Agent for breach of escrow agreement dated March 22, 2012. The Arbitration case has been registered with Indian Council of Arbitration as case No. AC-2373 and MTRCL has raised claims. MTRCL has also filed application under Section 9 of Arbitration & Conciliation Act 1996 before Commercial Court, Bhopal which been registered as MJC AV 42/2024. The Adjudicating Authority (NCLT, New Delhi) vide its order dated 21.01.2025 has initiated Corporate Insolvency Resolution Process on an application filed by Punjab National Bank (International) Ltd (PNBIL) u/s 7 of Insolvency & Bankruptcy Code, 2016 and Interim Resolution Professional (IRP) has been appointed. The powers of the members of the Board of Directors of MTRCL are suspended and management of MTRCL vests with IRP.
- i. Note 10 regarding the wholly owned subsidiary compan(ies) namely MBL (MP) Road Nirman Company Limited, AAP Infrastructure Limited and MBL Highway Development Company Limited (the Concessionaires) were terminated by the Authorities. The group had accounted for Rs.4,582 lakhs in MBL (MP) Road Nirman Company Limited, Rs.3,704 lakhs in AAP Infrastructure Limited and Rs.15,542 lakhs in MBL Highway Development Company Limited aggregating Rs.23,828 Lakhs as loss due to Termination of Concession Agreements as 'Exceptional Item' in the FY 2017-18. The pleadings under the arbitration proceedings have been substantially completed. Based on legal advice the management is confident of recovering the loss written off. Accordingly, the said loss of Rs.23,828 lakhs has been reversed and shown as 'Exceptional Items' during the period.
- j. Note 11 regarding claims in respect of cost over-run arising due to client responsibility



delays, client's suspension of projects, deviation in design, change in scope of work etc., which are at various stages of negotiation/ discussion with the clients/ arbitration/ litigation. The realisability of these claims are estimated by the Company based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and external experts, wherever necessary. Revenue in respect of claim is recognised to the extent the Group is reasonably certain of their realisation. Realisation of above claims may be lower than the claims recognized if the Company decides to settle the same out of court in future considering the substantial time involved in litigation. Impact thereof will be considered in the year of such settlement.

Our conclusion is not modified in respect of the above matters.

Independent Auditors of one of the subsidiary companies Suratgarh Bikaner Toll Road Company Private Limited in his report on financial results for the quarter ended December 31, 2024, have drawn emphasis of matter paragraphs and incorporated by us as under:

- (i) There has been delay in Completion / Commercial Operation Date (COD) in respect of the DBFOT Project and the Company has applied to the Authority for extension of time in terms of the Concession Agreement. Differences and Disputes have arisen and the Company has invoked Arbitration in terms of the Dispute Resolution Mechanism under the Escrow Agreement dated April 10, 2013 against Authority and Project Lenders on account of material defaults / breaches on their part in fulfilling their obligation as per provisions of the Concession Agreement, Substitution Agreement and Escrow Agreement and has filed claims.
- (ii) A Resolution Plan was submitted by the company, based on TEV Study conducted by external agency and accordingly pending dispute resolution, provision for finance cost has been made @ 7.60% p.a. w.e.f. April 01, 2020 (rate as per the Resolution Plan as on that date). In case the dispute is decided against the Company, there may be additional provision of interest of Rs.8892 lakhs as on December 31, 2024 (Rs.7486 lakhs as on December 31, 2023).
- (iii) Two of the consortium lenders have filed application under section 7 of the IBC, 2016. In the opinion of the management, the said applications filed are in contravention and derogation of the Escrow Agreement, Substitution Agreement and Common Loan Agreement and are not maintainable. Four of the Consortium Lenders have filed petitions under section 19(4) of the Recovery of Debt and Bankruptcy Act, 1993 against the Company, which has been contested by the Company.
- (iv) In context to above, in opinion of the management there is no material uncertainty with respect to company's ability to continue as a Going Concern

Our conclusion is not modified in respect of the above matters.

7. We did not review the interim financial results of 7 subsidiaries included in the unaudited consolidated financial results, whose interim financial results (before eliminating intra-group transactions) reflects total revenue of Rs.1,620 lakhs and Rs.4,787 lakhs, total loss after tax (net) of Rs.3,269 lakhs and Rs.17,077 lakhs and total comprehensive income (net) of Rs. 3,269 lakhs and Rs.17,077 lakhs for quarter and nine months ended December 31, 2024, as considered in the unaudited consolidated financial results. This interim financial information have been reviewed by other auditors whose reports have been furnished to us by the management and our conclusion



on the unaudited consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of other auditors and the procedures performed by us as stated in paragraph 3 above.

For S A R C & Associates
Chartered Accountants
ICAI Firm Registration No.006085N

Kamal
Aggarwal

Digitally signed by Kamal
Aggarwal
Date: 2025.02.14 11:42:55 +05:30

Kamal Aggarwal
Partner
Membership No.: 090129
UDIN No:25090129BMJMBP6075



Place: New Delhi
Date: February 14, 2025