

Date: 30.05.2024

**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"  
5<sup>th</sup> floor, Bandra Kurla Complex,  
Bandra East, Mumbai- 400051.  
Symbol: MBLINFRA

Sir,

**Outcome of Board Meeting**

The Board of Directors of the Company in its meeting held today has, inter-alia:

1. Considered, approved and adopted the Audited Financial Results (both Standalone & Consolidated) for the year ended on 31<sup>st</sup> March, 2024. A copy of the Financial Results (both Standalone & Consolidated) of the Company for the year ended on 31<sup>st</sup> March, 2024 along with Auditor's Report thereon are enclosed.

The Report of the Statutory Auditors is with un-modified opinion with respect to Audited Financial Results for the year ended 31<sup>st</sup> March, 2024.

2. Considered and approved re-appointment of Mr. Surender Aggarwal (DIN: 07272927) as Whole Time Director /Executive Director of the Company w.e.f. 01.10.2024 upto 30.09.2025, liable to retire by rotation, subject to approval of the shareholders. His brief profile is enclosed as Annexure-1

Mr. Surender Aggarwal is not related to any existing Directors of the Company and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The meeting commenced at 4.00 P.M and concluded at 6.50 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 : Bani 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

**Brief profile of Mr. Surender Aggarwal**

S No.	Particulars	Disclosures
1	Reason for change	Re-appointment as Whole-time Director/ Executive Director on the Board of the Company.
2	Date of appointment and terms of appointment	Re-appointed as Executive Director on the Board of the Company w.e.f 01.10.2024 to 30.09.2025, liable to retire by rotation, subject to approval of the shareholders of the Company.
3	Brief Profile	Mr. Surender Aggarwal is a Post Graduate with M. Tech (Structures) from IIT (Delhi) and MBA (Finance) with Specialisation in Construction Management. He is having more than two decades of versatile experience in the field of civil engineering. He is a member of Indian Institute of Engineers (IIE), Indian Road Congress (IRC), Indian Institute of Bridge Engineers (IIBE) and International Association of Bridge and Structural Engineers (ING-IABSE). He is also a Whole Time Director of Suratgarh - Bikaner Toll Road Company Pvt. Ltd., a wholly owned subsidiary company of the Company.
4	Disclosure of relationships between Directors of the Company	None



**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. 011-48593300; Fax No. 011-48593320, www.mblinfra.com; Email : cs@mblinfra.com.

**STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024**

(Rs. in Lakhs except earnings per share data)

S. No.	Particulars	Quarter Ended			Year Ended	
		March 31, 2024 (Audited)	December 31, 2023 (Unaudited)	March 31, 2023 (Audited)	March 31, 2024 (Audited)	March 31, 2023 (Audited)
<b>1</b>	<b>Income</b>					
	a. Revenue from Operation	1,280	2,217	2,580	5,743	8,133
	b. Other Income (refer note no. 12a)	2,756	3,455	7,205	12,672	13,123
	<b>Total Income</b>	<b>4,036</b>	<b>5,672</b>	<b>9,785</b>	<b>18,415</b>	<b>21,256</b>
<b>2</b>	<b>Expenses</b>					
	a. Cost of Materials Consumed	222	206	335	974	1,903
	b. Direct Labour, Sub-Contracts etc	20	42	384	809	758
	c. Employee Benefits Expense	150	121	147	560	678
	d. Finance Costs	74	72	69	293	271
	e. Depreciation and Amortisation Expense	119	123	179	493	638
	f. Other Expenses (refer note no. 12b)	3,222	4,940	9,598	14,623	16,457
	<b>Total Expenses</b>	<b>3,807</b>	<b>5,504</b>	<b>10,712</b>	<b>17,752</b>	<b>20,705</b>
<b>3</b>	<b>Profit/ (Loss) before Exceptional Item and Tax (1-2)</b>	<b>229</b>	<b>168</b>	<b>(927)</b>	<b>663</b>	<b>551</b>
<b>4</b>	Exceptional Items	-	-	-	-	-
<b>5</b>	<b>Profit/ (Loss) before Tax (3+4)</b>	<b>229</b>	<b>168</b>	<b>(927)</b>	<b>663</b>	<b>551</b>
<b>6</b>	<b>Tax Expense</b>					
	a. Current Tax	-	-	-	-	-
	b. Deferred Tax	-	-	(1,151)	-	(29)
	c. Income Tax for Earlier Years	-	-	-	-	-
	<b>Total Tax Expenses</b>	<b>-</b>	<b>-</b>	<b>(1,151)</b>	<b>-</b>	<b>(29)</b>
<b>7</b>	<b>Profit/ (Loss) for the period (5-6)</b>	<b>229</b>	<b>168</b>	<b>224</b>	<b>663</b>	<b>580</b>
<b>8</b>	<b>Other Comprehensive Income</b>					
	a. Items that will not be reclassified to profit & Loss	10	-	10	10	11
	b. Income Tax relating to items that will not be reclassified to profit & Loss	-	-	(3)	-	(3)
	<b>Total Other Comprehensive Income for the period (8)</b>	<b>10</b>	<b>-</b>	<b>7</b>	<b>10</b>	<b>8</b>
<b>9</b>	<b>Total Comprehensive Income for the period (7+8)</b>	<b>239</b>	<b>168</b>	<b>231</b>	<b>673</b>	<b>588</b>
<b>10</b>	<b>Paid up Equity Share Capital (Face value of Rs.10/- each)</b>	<b>10,475</b>	<b>10,475</b>	<b>10,475</b>	<b>10,475</b>	<b>10,475</b>
<b>11</b>	<b>Other Equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,13,944</b>	<b>1,13,272</b>
<b>12</b>	<b>Earnings per Equity (EPS) (in Rs.)</b>					
	a. EPS before Exceptional Items (Basic and Diluted) (in Rs.)	0.23	0.15	0.21	0.63	0.55
	b. EPS after Exceptional Items (Basic and Diluted) (in Rs.)	0.23	0.15	0.21	0.63	0.55



**STANDALONE BALANCE SHEET AS AT MARCH 31, 2024**

(Rs. in Lakhs)

Particulars	As at March 31, 2024 (Audited)	As at March 31, 2023 (Audited)
<b>A ASSETS</b>		
<b>(1) Non-Current Assets</b>		
(a) Property, Plant and Equipment	4,203	4,641
(b) Financial Assets		
(i) Investments	30,299	30,299
(ii) Trade Receivables	1,63,336	1,53,133
(iii) Other Financial Assets	721	718
(c) Deferred Tax Assets (Net)	15,145	15,145
(d) Non Current Tax Assets	316	347
(e) Other Non Current Assets	5,512	12,077
<b>Total Non Current Assets</b>	<b>2,19,532</b>	<b>2,16,360</b>
<b>(2) Current Assets</b>		
(a) Inventories	172	307
(b) Financial Assets		
(i) Trade Receivables	12,424	14,323
(ii) Cash and Cash Equivalents	636	268
(iii) Other Bank Balances	16	19
(iv) Other Financial Assets	1,777	1,307
(c) Current Tax Assets (Net)	9,000	9,182
(d) Other Current Assets	7,949	9,976
<b>Total Current Assets</b>	<b>31,974</b>	<b>35,382</b>
<b>Total Assets</b>	<b>2,51,506</b>	<b>2,51,742</b>
<b>B EQUITY AND LIABILITIES</b>		
<b>(1) Equity</b>		
(a) Equity Share Capital	10,475	10,475
(b) Other Equity	1,13,944	1,13,272
<b>Total Equity</b>	<b>1,24,419</b>	<b>1,23,747</b>
<b>(2) Liabilities</b>		
<b>Non Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	70,053	69,481
(ii) Trade Payables		
- Total outstanding dues of micro/small enterprises	-	-
- Others	4,092	3,800
(iii) Other Financial Liabilities	-	-
(b) Provisions	83	460
(c) Other Non Current Liabilities	34,759	38,514
<b>Total Non Current Liabilities</b>	<b>1,08,987</b>	<b>1,12,255</b>
<b>Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	9,086	9,048
(ii) Trade Payables		
- Total outstanding dues of micro/small enterprises	-	-
- Others	211	735
(iii) Other Financial Liabilities	45	190
(b) Other Current Liabilities	5,973	2,345
(c) Provisions	2,785	3,422
<b>Total Current Liabilities</b>	<b>18,100</b>	<b>15,740</b>
<b>Total Liabilities</b>	<b>1,27,087</b>	<b>1,27,995</b>
<b>Total Equity &amp; Liabilities</b>	<b>2,51,506</b>	<b>2,51,742</b>



STATEMENT OF STANDALONE CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024		
(Rs. in Lakhs)		
Particulars	As at March 31, 2024 (Audited)	As at March 31, 2023 (Audited)
<b>A. Cash flow from Operating Activities</b>		
Net Profit/(Loss) Before Exceptional Items & Tax	663	551
Adjustment for:		
Depreciation & Amortisation expenses	493	638
Finance Cost	293	271
Interest Income	(80)	(127)
Ind As Adjustment	(12,570)	(12,959)
<b>Operating profit before working capital changes</b>	<b>(11,201)</b>	<b>(11,626)</b>
Adjustment for:		
(Increase) / Decrease in Inventories	136	46
(Increase) / Decrease in Trade Receivables	4,298	1,400
(Increase)/ Decrease in Other Current and Non-Current Financial Assets	(421)	278
(Increase)/Decrease in Other Current and Non-Current Assets	8,581	9,232
Increase/ (Decrease) in Current and Non-Current Trade Payables	(232)	(3,330)
Increase/ (Decrease) in other Current and Non-Current Financial Liabilities	551	(73)
Increase/ (Decrease) in Other Current and Non-Current Liabilities & Provisions	(1,490)	3,710
<b>Cash generated from/ (used in) Operation</b>	<b>222</b>	<b>(363)</b>
Net Income Tax (Paid)	214	(113)
<b>Net Cash generated from/ (used in) Operating Activities</b>	<b>436</b>	<b>(476)</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital Expenditure	(68)	(4)
Deposit with maturity more than three months but less than twelve months	-	-
Investment in Subsidiary Company Written Off	-	-
<b>Net Cash generated from/ (used in) Investing Activities</b>	<b>(68)</b>	<b>(4)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from / (Repayment of) Long Term Borrowings (net)	-	-
Interest and Finance Charges Paid	-	-
<b>Net Cash generated from/ (used in) Financing Activities</b>	<b>-</b>	<b>-</b>
Net Changes in Cash & Cash Equivalents (A+B+C)	<b>368</b>	<b>(480)</b>
Cash & Cash Equivalents (Closing Balance) (Including Book overdraft)	636	268
Cash & Cash Equivalents (Opening Balance) (Including Book overdraft)	268	748
Net Changes in Cash & Cash Equivalents	<b>368</b>	<b>(480)</b>

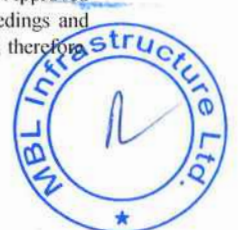
**Note:**

The cash flows statement has been prepared in accordance with indirect method as set out in Indian Accounting standard 7 " Statement of cash flows"



## Notes

- 1 These audited 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 May 30, 2024.
- 2 Resolution Plan dated November 22, 2017 submitted by Mr. A K Lakhota with 78.50% CoC majority was approved under IBC, 2016 and Orders dated April 18, 2018, March 11, 2022 & September 13, 2023 by Hon'ble National Company Law Tribunal ("NCLT"), Kolkata. Orders dated August 16, 2019 & May 23, 2023 by Hon'ble National Company Law Appellate Tribunal ("NCLAT") and Orders dated January 18, 2022, August 04, 2023 & September 25, 2023 by Hon'ble Supreme Court were passed and the Resolution Plan has attained finality. As part of the approved Resolution Plan, there is waiver of interest/penal interest/interest on interest/other penal charges on the delayed payments from the date of NPA till the implementation of the Resolution Plan. Accordingly, no provision for interest amounting to Rs.575 lakhs and Rs.1,513 lakhs has been made for the quarter and year ended March 31, 2024. The period from April 18, 2018 till August 04, 2023 is formally excluded from the calculation period of implementation of Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of Resolution Plan.
- 3 The Resolution Plan approved under IBC which 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 payment of admitted claims are subject to reconciliation and rights and remedies available with the Company 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 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 & September 13, 2023 by Hon'ble NCLT, Kolkata, Order dated August 16, 2019 & 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 & penalties subject to the rights & 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 as at March 31, 2024 (i) Non-Current Investment amounting to Rs.1,000 lakhs (March 31, 2023; Rs.1,000 lakhs) in MBL (MP) Road Nirman Company Limited and (ii) Non-Current Investment amounting to Rs.1,200 lakhs (March 31, 2023; Rs.1,200 lakhs) in AAP Infrastructure Limited. All the above entities are wholly owned by the Company along with its wholly owned subsidiary Company, MBL Projects Ltd and have incurred losses due to cancellation/termination of the projects. The net worth of above entities as at March 31, 2024 have been fully eroded. The net worth of these subsidiaries does not represent true market value of the underlying investment/assets. Claims have been filed against the cancellation/termination of the projects. These claims are based on the terms and conditions implicit in the contract in respect of the cancelled/terminated projects. Considering the contractual tenability; legal advice received and progress of arbitration/ litigation, the management is confident that the realisable amount is higher than the carrying value of the investments and, therefore, has considered the investment in the above subsidiaries as good and recoverable.
- 6 The Company has as at March 31, 2024 Non-Current Investment amounting to Rs.2,984 lakhs (March 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 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.
- 7 The Company has as at March 31, 2024 Non-Current Investment amounting to Rs.18,505 lakhs (March 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 filed claims of Rs.1,04,552 lakhs. 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.7,846 lakhs as on March 31, 2024 (Rs.6,269 lakhs as on March 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. Two of the Consortium Lenders of SBTRCPL have filed petitions under section 19(4) of the Recovery of Debt and Bankruptcy Act, 1993 against SBTRCPL and the Company, which have been contested by SBTRCPL and the Company. 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 the Approved Resolution Plan of the Company and are not maintainable. Based on estimates like future business plan, arbitration proceedings and other factors, the management is confident that the realizable amount is higher than the carrying value of the investment and, therefore, the investment in the above subsidiary is good and recoverable.



- 8 The Company has as at March 31, 2024 Non-Current Investment amounting to Rs.1,500 lakhs (March 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 March 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 and MTRCL has raised claims of Rs. 35,429 Lakhs. Lenders Representative has preferred proceedings under IBC, 2016 which has been contested by MTRCL as non maintainable, inter-alia, on account of pending arbitration for adjudication of disputes. Based on estimates like future business plan, arbitration proceedings and other factors, the management is confident that the realizable amount is higher than the carrying value of the investment and, therefore, the investment in the above subsidiary is good and recoverable.
- 9 (i) The Company has as at March 31, 2024 Non- Current Investment amounting to Rs.5,110 lakhs (March 31, 2023; Rs.5,110 lakhs) in its wholly owned subsidiary company MBL Highway Development Company Limited (MHDCL). The net worth of subsidiary as at March 31, 2024 have been fully eroded. The net worth of subsidiary does not represent true market value of the underlying investment/assets.
- (ii) 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 & 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 & 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.
- (iii) MHDCL has counter claims against the participant exceeding the amount of the claims. The Hon'ble High Court of Madhya Pradesh at Jabalpur has passed order & judgement dated November 23, 2022 for arbitration under Arbitration & Conciliation Act, 1996. The Special Leave Petition filed by the Authority against the said order has been dismissed by Hon'ble Supreme Court.
- (iv) 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.
- (v) 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 and filed claims of Rs. 53,795 lakhs (excluding interest) before Arbitral Tribunal constituted by Indian Council of Arbitration under the Substitution Agreement.
- (vi) Considering the contractual tenability; legal advice received and progress of arbitration/ litigation, the management is confident that the realisable amount is higher than the carrying value of the investments and, therefore, has considered the investment in the above subsidiary as good and recoverable.
- 10 Pursuant to the provisions of Ind AS 12 "Income Taxes", the Company has conservatively recognised deferred tax assets (net) as at March 31, 2024 amounting to Rs 15,145 lakhs (March 31, 2023 Rs. 15,145 lakhs) corresponding to unused brought forward income tax losses for which it has convincing evidences viz. opportunities available in area of its core competence, bidding/pre-qualification limit, conducive government policies and market conditions, recovery of pending claims, TEV study and approved Resolution Plan etc., based on which it is inferred that sufficient taxable profit will be available against which unused tax losses can be utilised by the Company.
- 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	Quarter Ended			Year Ended	
	March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
a. Ind-AS Adjustment	2,733	3,444	7,158	12,569	12,959
b. Interest on fixed deposits & others	22	11	38	80	127
c. Others	1	-	9	23	37
Total	2,756	3,455	7,205	12,672	13,123



b. Other expenses comprises:

(Rs. in Lakhs)

Particulars	Quarter Ended			Year Ended	
	March 31, 2024 (Audited)	December 31, 2023 (Unaudited)	March 31, 2023 (Audited)	March 31, 2024 (Audited)	March 31, 2023 (Audited)
a. Ind-AS Adjustment	2,971	4,616	4,208	13,186	14,423
b. Miscellaneous Expenses etc.	251	324	5,390	1,437	2,034
Total	3,222	4,940	9,598	14,623	16,457

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 The figure for the quarter ended March 31, 2024 and March 31, 2023 are balancing figures between the audited figures in respect of the full financial year upto March 31, 2024 and March 31, 2023 and the unaudited published year to date figure upto the third quarter ended December 31, 2023 and December 31, 2022, respectively being the date of the end of third quarter of the financial year which were subjected to limited review.

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

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

Date: May 30, 2024

Place: New Delhi



For MBL Infrastructure Ltd.

*Anjane Kumar Lakhota*

Anjane Kumar Lakhota  
Chairman & Managing Director  
DIN 00357695





SV/24-25/002

**Independent Auditor's Report**

**To the Board of Directors of MBL Infrastructure Limited**

**Report on the audit of the Standalone Financial Results**

**Opinion**

We have audited the accompanying statement of Standalone Financial Results of **MBL Infrastructure Limited** (the "Company") for the quarter and year ended March 31, 2024 (the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- a) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind AS") and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2024.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SA's") specified under Section 143(10) of the Companies Act, 2013, as amended (the "Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results 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 Results for the quarter and year ended March 31, 2024 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 audit opinion on the Standalone Financial Results.

**Emphasis of Matter**

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

Note 2 regarding approval of the Resolution Plan dated November 22, 2017 submitted by Mr. A K Lakhotia with 78.50% CoC majority was approved under IBC, 2016 and Orders dated April 18, 2018, March 11, 2022 & September 13, 2023 by Hon'ble National Company Law Tribunal ("NCLT"), Kolkata, Orders dated August 16, 2019 & May 23, 2023 by Hon'ble National Company



Law Appellate Tribunal ("NCLAT") and Orders dated January 18, 2022, August 04, 2023 & September 25, 2023 by Hon'ble Supreme Court were passed and the Resolution Plan has attained finality. As part of the approved Resolution Plan, there is waiver of interest/penal interest/interest on interest/other penal charges on the delayed payments from the date of NPA till the implementation of the Resolution Plan. Accordingly, no provision for interest amounting to Rs.575 lakhs and Rs.1,513 lakhs has been made for the quarter and year ended March 31, 2024. The period from April 18, 2018 till August 04, 2023 is formally excluded from the calculation period of implementation of Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of Resolution Plan.

Note 3 regarding the Resolution Plan approved under IBC which 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 payment of admitted claims are subject to reconciliation and rights and remedies available with the Company and are not acknowledged as debt.

Note 4 regarding the legal advice received, in case of claim not filed by financial 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 & September 13, 2023 by Hon'ble NCLT, Kolkata, Order dated August 16, 2019 & 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 & penalties subject to the rights & 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."

Note 5 regarding Investments by the Company as at March 31, 2024 (i) Non-Current Investment amounting to Rs.1,000 lakhs (March 31, 2023; Rs.1,000 lakhs) in MBL (MP) Road Nirman Company Limited and (ii) Non-Current Investment amounting to Rs.1,200 lakhs (March 31, 2023; Rs.1,200 lakhs) in AAP Infrastructure Limited. All the above entities are wholly owned by the Company along with its wholly owned subsidiary Company, MBL Projects Ltd and have incurred losses due to cancellation/termination of the projects. The net worth of above entities as at March 31, 2024 have been fully eroded. The net worth of these subsidiaries does not represent true market value of the underlying investment/assets. Claims have been filed against the cancellation/termination of the projects. These claims are based on the terms and conditions implicit in the contract in respect of the cancelled/terminated projects. Considering the contractual tenability; legal advice received and progress of arbitration/ litigation, the management is confident that the realisable amount is higher than the carrying value of the investments and, therefore, has considered the investment in the above subsidiaries as good and recoverable.

Note 6 regarding Non-Current Investment as at March 31, 2024 amounting to Rs.2,984 lakhs (March 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 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.



Note 7 regarding Non-Current Investment as at March 31, 2024 amounting to Rs.18,505 lakhs (March 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, 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 filed claims of Rs.1,04,552 lakhs. 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.7,846 lakhs as on March 31, 2024 (Rs.6,269 lakhs as on March 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 an 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. Two of the Consortium Lenders of SBTRCPL have filed petitions under section 19(4) of the Recovery of Debt and Bankruptcy Act, 1993 against SBTRCPL and the Company, which have been contested by SBTRCPL and the Company. 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 the Approved Resolution Plan of the Company and are not maintainable. Based on estimates like future business plan, arbitration proceedings and other factors, the management is confident that the realizable amount is higher than the carrying value of the investment and, therefore, the investment in the above subsidiary is good and recoverable.

Note 8 regarding the Non-Current Investment by Company as at March 31, 2024 amounting to Rs.1,500 lakhs (March 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 March 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 and MTRCL has raised claims of Rs. 35,429 Lakhs. Lenders Representative has preferred proceedings under IBC, 2016 which has been contested by MTRCL as non maintainable, inter-alia, on account of pending arbitration for adjudication of disputes. Based on estimates like future business plan, arbitration proceedings and other factors, the management is confident that the realizable amount is higher than the carrying value of the investment and,



therefore, the investment in the above subsidiary is good and recoverable.

Note 9 regarding Investments by the Company as at March 31, 2024 (i) The Company has as at March 31, 2024 Non- Current Investment amounting to Rs.5,110 lakhs (March 31, 2023; Rs.5,110 lakhs) in its wholly owned subsidiary company MBL Highway Development Company Limited (MHDCL). The net worth of subsidiary as at March 31, 2024 have been fully eroded. The net worth of subsidiary does not represent true market value of the underlying investment/assets. (ii) 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 & 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 & 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. (iii) MHDCL has counter claims against the participant exceeding the amount of the claims. The Hon'ble High Court of Madhya Pradesh at Jabalpur has passed order & judgement dated November 23, 2022 for arbitration under Arbitration & Conciliation Act, 1996. The Special Leave Petition filed by the Authority against the said order has been dismissed by Hon'ble Supreme Court. (iv) 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. (v) 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 and filed claims of Rs. 53,795 lakhs (excluding interest) before Arbitral Tribunal constituted by Indian Council of Arbitration under the Substitution Agreement. (vi) Considering the contractual tenability; legal advice received and progress of arbitration/ litigation, the management is confident that the realisable amount is higher than the carrying value of the investments and, therefore, has considered the investment in the above subsidiary as good and recoverable.

Note 10 regarding the recognition of deferred tax assets (net) on conservative basis as at March 31, 2024 amounting to Rs. 15,145 lakhs (March 31, 2023 Rs.15,145 lakhs) corresponding to unused brought forward income tax losses for which it has convincing evidences viz. opportunities available in area of its core competence, bidding/pre-qualification limit, conducive government policies and market conditions, recovery of pending claims, TEV study and approved Resolution Plan etc., based on which it is inferred that sufficient taxable profit will be available against which unused tax losses can be utilised by the Company.

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 the 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 opinion is not modified in respect of the above matters.



## **Management's and Board of Directors Responsibilities for the Standalone Financial Results**

The Statement has been prepared on the basis of the Standalone Financial Statements. The Company's Management and the Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 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 Results, the Management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## **Auditor's Responsibilities for the Audit of the Standalone Financial Results**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results 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 this Standalone Financial Results.

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 Results, 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 controls 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 through a separate report on the complete set of financial statement on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Standalone Financial Results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company 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 Statement 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 Results, including the disclosures, and whether the Standalone Financial Results 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.

### **Other Matters**

The statement includes the result for the quarter ended March 31, 2024, being the balancing figure between the audited figures in respect of the financial year ended March 31, 2024, and the published unaudited year to date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

### **For S A R C & Associates**

Chartered Accountants

ICAI Firm Registration Number: 006085N



**Kamal Aggarwal**  
Partner

Membership Number: 090129

UDIN: 24090129BKENFU6595



Place: New Delhi

Date: May 30, 2024

**MBL Infrastructure Limited**

(CIN-L27109DL1995PLC338407)

Registered &amp; Corporate Office: Baani Corporate One, Suite No. 308, 3rd Floor,

Plot No. 5, Commercial Centre, Jasola, New Delhi - 110025

Tel No. 011-48593300; Fax No. 011-48593320, www.mblinfra.com, Email : cs@mblinfra.com

**STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024**

(Rs. in Lakhs except earnings per share data)

S.No.	Particulars	Quarter Ended			Year Ended	
		March 31, 2024 (Audited)	December 31, 2023 (Unaudited)	March 31, 2023 (Audited)	March 31, 2024 (Audited)	March 31, 2023 (Audited)
<b>1</b>	<b>Income</b>					
	a. Revenue from Operation	2,404	3,268	4,312	12,241	15,939
	b. Other Income (refer note no. 10a)	2,881	3,557	7,696	13,105	14,156
	<b>Total Income</b>	<b>5,285</b>	<b>6,825</b>	<b>12,008</b>	<b>25,346</b>	<b>30,095</b>
<b>2</b>	<b>Expenses</b>					
	a. Cost of Materials Consumed	224	206	336	978	1,908
	b. Direct Labour, Sub-Contracts etc	30	40	389	822	900
	c. Employee Benefits Expense	303	279	309	1,205	1,325
	d. Finance Costs	658	696	796	2,826	3,322
	e. Depreciation and Amortisation Expense	1,445	1,498	1,987	6,308	7,215
	f. Other Expenses (refer note no. 10b)	3,763	5,035	9,848	17,150	20,500
	<b>Total Expenses</b>	<b>6,423</b>	<b>7,754</b>	<b>13,665</b>	<b>29,289</b>	<b>35,170</b>
<b>3</b>	<b>Profit / (Loss) before Exceptional Item and Tax ( 1-2)</b>	<b>(1,138)</b>	<b>(929)</b>	<b>(1,657)</b>	<b>(3,943)</b>	<b>(5,075)</b>
<b>4</b>	Exceptional Items	-	-	-	-	-
<b>5</b>	<b>Profit/(Loss) before Tax ( 3+4)</b>	<b>(1,138)</b>	<b>(929)</b>	<b>(1,657)</b>	<b>(3,943)</b>	<b>(5,075)</b>
<b>6</b>	<b>Tax Expense</b>					
	a. Current Tax	-	-	-	-	-
	b. Deferred Tax	(9)	-	(1,155)	(10)	(23)
	c. Income Tax for Earlier Years	-	-	-	-	-
	<b>Total Tax Expenses</b>	<b>(9)</b>	<b>-</b>	<b>(1,155)</b>	<b>(10)</b>	<b>(23)</b>
<b>7</b>	<b>Profit / (Loss) for the period (5-6)</b>	<b>(1,129)</b>	<b>(929)</b>	<b>(502)</b>	<b>(3,933)</b>	<b>(5,052)</b>
<b>8</b>	<b>Other Comprehensive Income</b>					
	a. Items that will not be reclassified to profit & Loss	9	(1)	10	10	11
	b. Income Tax relating to items that will not be reclassified to profit & Loss	-	-	(3)	-	(3)
	<b>Total Other Comprehensive Income for the period (8)</b>	<b>9</b>	<b>(1)</b>	<b>7</b>	<b>10</b>	<b>8</b>
<b>9</b>	<b>Total Comprehensive Income for the period (7+8)</b>	<b>(1,120)</b>	<b>(930)</b>	<b>(495)</b>	<b>(3,923)</b>	<b>(5,044)</b>
<b>10</b>	<b>Paid up Equity Share Capital (Face value of Rs.10/- each)</b>	10,475	10,475	10,475	10,475	10,475
<b>11</b>	<b>Other Equity</b>	-	-	-	64,202	68,126
<b>12</b>	<b>Earnings per Equity (EPS) (in Rs.)</b>					
	a. EPS before Exceptional Items (Basic and Diluted) (in Rs.)	(1.08)	(0.89)	(0.48)	(3.75)	(4.82)
	b. EPS after Exceptional Items (Basic and Diluted) (in Rs.)	(1.08)	(0.89)	(0.48)	(3.75)	(4.82)



**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024**

(Rs. in Lakhs)

Particulars	As at March 31, 2024 (Audited)	As at March 31, 2023 (Audited)
<b>A ASSETS</b>		
<b>(1) Non-Current Assets</b>		
(a) Property, Plant and Equipment	4,207	4,642
(b) Goodwill	1,500	1,500
(b) Intangible Assets under Development	-	4,715
(c) Other Intangible Assets	62,547	63,647
(e) Financial Assets		
(i) Investments	-	-
(ii) Trade Receivables	1,65,673	1,55,896
(iii) Other Financial Assets	723	720
(f) Deferred Tax Assets (Net)	15,031	15,021
(g) Non Current Tax Assets (Net)	436	443
(h) Other Non Current Assets	5,512	12,077
<b>Total Non Current Assets</b>	<b>2,55,629</b>	<b>2,58,661</b>
<b>(2) Current Assets</b>		
(a) Inventories	172	307
(b) Financial Assets		
(i) Trade Receivables	11,528	12,521
(ii) Cash and Cash Equivalents	2,590	3,240
(iii) Other Bank Balances	26	29
(iv) Loans	168	168
(vi) Other Financial Assets	1,792	1,403
(c) Current Tax Assets (Net)	9,000	9,182
(c) Other Current Assets	8,086	10,090
<b>Total Current Assets</b>	<b>33,362</b>	<b>36,940</b>
<b>Total Assets</b>	<b>2,88,991</b>	<b>2,95,601</b>
<b>B EQUITY AND LIABILITIES</b>		
<b>(1) Equity</b>		
(a) Equity Share Capital	10,475	10,475
(b) Other Equity	64,202	68,126
<b>Equity Attributable to Owners of the Parent</b>	<b>74,677</b>	<b>78,601</b>
Non -Controlling Interest	-	-
<b>Total Equity</b>	<b>74,677</b>	<b>78,601</b>
<b>(2) Liabilities</b>		
<b>Non Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	90,384	96,119
(ii) Trade Payables		
- Total outstanding dues of micro/small enterprises	-	-
- Others	3,616	3,800
(iii) Other Financial Liabilities	-	-
(b) Provisions	83	460
(c) Other Non Current Liabilities	34,759	38,513
<b>Total Non Current Liabilities</b>	<b>1,28,842</b>	<b>1,38,892</b>
<b>Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	18,403	17,754
(ii) Trade Payables		
- Total outstanding dues of micro/small enterprises	-	-
- Others	779	822
(iii) Other Financial Liabilities	55,555	51,586
(b) Other Current Liabilities	7,776	4,448
(c) Provisions	2,959	3,498
<b>Total Current Liabilities</b>	<b>85,472</b>	<b>78,108</b>
<b>Total Liabilities</b>	<b>2,14,314</b>	<b>2,17,000</b>
<b>Total Equity &amp; Liabilities</b>	<b>2,88,991</b>	<b>2,95,601</b>





STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024		
(Rs. in Lakhs)		
Particulars	As at March 31, 2024 (Audited)	As at March 31, 2023 (Audited)
<b>A. Cash flow from Operating Activities</b>		
Net Profit/(Loss) Before Exceptional Items & Tax	(3,943)	(5,075)
Adjustment for:		
Depreciation & Amortisation Expenses	6,308	7,215
Loss/(Gain) on Foreign Exchange Fluctuation	41	224
Finance Cost	2,826	3,322
Interest Income	(13,044)	(13,499)
Consolidation Elimination Adjustment	-	-
<b>Operating profit before working capital changes</b>	<b>(7,812)</b>	<b>(7,813)</b>
Adjustments for :		
(Increase) / Decrease in Inventories	136	46
(Increase) / Decrease in Trade Receivables	3,820	2,762
(Increase) / Decrease in Current Financial Assets	3	(6)
(Increase) / Decrease in Other Current and Non-Current Financial Assets	(394)	192
(Increase) / Decrease in Loan	-	168
(Increase) / Decrease in Other Current and Non-Current Assets	8,787	9,536
Increase / (Decrease) in Current and Non-Current Trade Payables	(228)	(3,341)
Increase / (Decrease) in Other Current and Non-Current Financial Liabilities	4,265	6,067
Increase / (Decrease) in Other Current and Non-Current Liabilities & Provisions	(3,815)	238
<b>Cash generated from/ (used in) Operation</b>	<b>4,762</b>	<b>7,849</b>
Net Income Tax (Paid)	190	(169)
<b>Net Cash generated from / (used in) Operating Activities (A)</b>	<b>4,952</b>	<b>7,680</b>
<b>B. Cash flow from Investing Activities</b>		
Purchase of Property, Plant & Equipment	(73)	(1,390)
Interest Received	215	281
<b>Net Cash generated from / (used in) Investing Activities (B)</b>	<b>142</b>	<b>(1,109)</b>
<b>C. Cash flow from Financing Activities</b>		
Proceeds from/(Repayment of) Long Term Borrowings (net)	-	-
Proceeds from/(Repayment of) Short Term Borrowings (net)	(5,716)	(7,425)
Interest and Finance Charges Paid	(28)	41
Change due to Impairment of Stock in Subsidiary	-	1
<b>Net Cash generated from/ (used in) Financing Activities (C)</b>	<b>(5,744)</b>	<b>(7,383)</b>
Net Changes in Cash & Cash Equivalents (A+B+C)	<b>(650)</b>	<b>(812)</b>
Cash & Cash Equivalents (Closing Balance) (Including Book Overdraft)	2,590	3,240
Cash & Cash Equivalents (at the beginning of the period) (Including Book Overdraft)	3,240	4,052
Net Changes in Cash & Cash Equivalents	<b>(650)</b>	<b>(812)</b>

**Note:**

The cash flows statement has been prepared in accordance with indirect method as set out in Indian Accounting standard 7 "Statement of cash flows"



## Notes

- 1 MBL Infrastructure Ltd. ('the Holding Company') and its subsidiaries are together referred to as 'the Group' in the following notes. These audited 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 May 30, 2024. 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 Lakhotia with 78.50% CoC majority was approved under IBC, 2016 and Orders dated April 18, 2018, March 11, 2022 & September 13, 2023 by Hon'ble National Company Law Tribunal ("NCLT"), Kolkata, Orders dated August 16, 2019 & May 23, 2023 by Hon'ble National Company Law Appellate Tribunal ("NCLAT") and Orders dated January 18, 2022, August 04, 2023 & September 25, 2023 by Hon'ble Supreme Court were passed and the Resolution Plan has attained finality. As part of the approved Resolution Plan, there is waiver of interest/penal interest/interest on interest/other penal charges on the delayed payments from the date of NPA till the implementation of the Resolution Plan. Accordingly, no provision for interest amounting to Rs.575 lakhs and Rs.1,513 lakhs has been made for the quarter and year ended March 31, 2024. The period from April 18, 2018 till August 04, 2023 is formally excluded from the calculation period of implementation of Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of 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 and any amount not claimed by the operational creditors stand extinguished. These claims are subject to reconciliation and rights and remedies available with 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 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 & September 13, 2023 by Hon'ble NCLT, Kolkata, Order dated August 16, 2019 & 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 & 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 Pursuant to the provisions of Ind AS 12 "Income Taxes", the Group has conservatively recognised deferred tax assets (net) as at March 31, 2024 amounting to Rs.15,031 lakhs (March 31, 2023 Rs.15,021 lakhs) corresponding to unused brought forward income tax losses for which it has convincing evidences viz. opportunities available in area of its core competence, bidding/pre-qualification limit, conducive government policies and market conditions, recovery of pending claims, TEV study and approved Resolution Plan etc., based on which it is inferred that sufficient taxable profit will be available against which unused tax losses can be utilised by the Group.
- 6 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 as per RBI guidelines & other applicable Indian laws in Toll + Annuity project of MBL (MP) Toll Road Company Limited. 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 and MTRCL has raised claims of Rs. 35,429 Lakhs. Lenders Representative has preferred proceedings under IBC, 2016 which has been contested by MTRCL as non maintainable, inter-alia, on account of pending arbitration for adjudication of disputes.
- 7 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 Limited (SBTRCPL) and SBTRCPL has applied to the Authority for extension of time in terms of the Concession Agreement. The repayment of the Project Loan is linked to Completion / COD. The Lenders have given undertaking not to recover till Completion. Difference and Disputes have arisen and SBTRCPL has invoked Arbitration in terms of the Dispute Mechanism under the Escrow Agreement dated April 10, 2013 on account of material defaults / breaches on their part in fulfilling their obligations as per provisions of the Concession Agreement, Substitution Agreement and Escrow Agreement and filed claims of Rs. 1,04,552 lakhs. 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.7,846 lakhs as on March 31, 2024 (Rs.6,269 lakhs as on March 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 u/s 7 of the IBC, 2016 which has been contested by the 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. Two of the Consortium Lenders of SBTRCPL have filed petitions u/s 19(4) of the Recovery of Debt and Bankruptcy Act, 1993 against SBTRCPL and the Holding Company, which have been contested by SBTRCPL and the Company. 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 the Approved Resolution Plan of the Holding Company and are not maintainable.
- 8 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 & 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 & 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. The Hon'ble High Court of Madhya Pradesh at Jabalpur has passed order & judgement dated November 23, 2022 for arbitration under Arbitration & Conciliation Act, 1996. The Special Leave Petition filed by the Authority against the said order has been dismissed by Hon'ble Supreme Court. 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 and filed claims of Rs. 53,795 Lakhs (excluding interest) before Arbitral Tribunal constituted by Indian Council of Arbitration under the Substitution Agreement.



9 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.

10 a. Other income comprises:

Particulars	Quarter Ended			Year Ended	
	March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
a. Ind-AS Adjustment	2,787	3,498	7,220	12,794	13,218
b. Interest on fixed deposits & others	54	59	68	248	281
c. Others	40	-	408	63	657
Total	2,881	3,557	7,696	13,105	14,156

b. Other expenses comprises:

Particulars	Quarter Ended			Year Ended	
	March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
a. Ind-AS Adjustment	2,971	4,616	9,235	13,186	14,423
b. Miscellaneous Expenses etc.	792	419	613	3,964	6,077
Total	3,763	5,035	9,848	17,150	20,500

11 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.

12 The Group operations consist of construction/project activities and there are no other reportable segments under Indian Accounting Standard 108 - Operating Segments.

13 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 year ended March 31, 2024 are given below:

Particulars	Quarter ended			Year Ended	
	March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Revenue	4,036	5,672	9,785	18,415	21,256
Profit/ (Loss) Before Exceptional Items & Tax	229	168	(927)	663	551
Profit/ (Loss) Before Tax	229	168	(927)	663	551
Profit/ (Loss) for the Period	229	168	224	663	580

14 The figure for the quarter ended March 31, 2024 and March 31, 2023 are balancing figures between the audited figures in respect of the full financial year upto March 31, 2024 and March 31, 2023 and the unaudited published year to date figure upto the third quarter ended December 31, 2023 and December 31, 2022, respectively being the date of the end of third quarter of the financial year which were subjected to limited review.

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.

Date: May 30, 2024

Place: New Delhi



For MBL Infrastructure Ltd.

*Anance Kumar Lakhota*  
Anance Kumar Lakhota  
Chairman & Managing Director  
DIN 00357695

SV/24-25/003

**Independent Auditor's Report**

**To the Board of Directors of MBL Infrastructure Limited**

**Report on the Audit of the Consolidated Financial Results**

**Opinion**

We have audited the accompanying Statement Consolidated Financial Results of **MBL Infrastructure Limited** (the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as the "Group") for the quarter and year ended March 31, 2024 (the "Statement") being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015, as amended (the "Listing Regulations").

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 audit reports of the other auditors on Standalone Financial Results and financial information of the subsidiaries referred to in Other Matters section below, the Consolidated Financial Results for the quarter and year ended March 31, 2024:

a) includes the results of the following entities:

**Subsidiaries:**

AAP Infrastructures Limited,  
MBL (MP) Toll Road Company Limited,  
MBL Projects Limited,  
Suratgarh Bikaner Toll Road Company Private Limited,  
MBL (MP) Road Nirman Company Limited,  
MBL Highway Development Company Limited

b) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

c) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind AS") and other accounting principles generally accepted in India of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2024.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SA's") specified under Section 143(10) of the Companies Act, 2013 as amended (the "Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results 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 Results for the quarter and year ended March 31, 2024 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 audit opinion on the Consolidated Financial Results.

### **Emphasis of Matter**

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

Note 2 regarding approval of the Resolution Plan of the Holding Company dated November 22, 2017 submitted by Mr. A K Lakhota with 78.50% CoC majority was approved under IBC, 2016 and Orders dated April 18, 2018, March 11, 2022 & September 13, 2023 by Hon'ble National Company Law Tribunal ("NCLT"), Kolkata, Orders dated August 16, 2019 & May 23, 2023 by Hon'ble National Company Law Appellate Tribunal ("NCLAT") and Orders dated January 18, 2022, August 04, 2023 & September 25, 2023 by Hon'ble Supreme Court were passed and the Resolution Plan has attained finality. As part of the approved Resolution Plan, there is waiver of interest/penal interest/interest on interest/other penal charges on the delayed payments from the date of NPA till the implementation of the Resolution Plan. Accordingly, no provision for interest amounting to Rs.575 lakhs and Rs.1,513 lakhs has been made for the quarter and year ended March 31, 2024. The period from April 18, 2018 till August 04, 2023 is formally excluded from the calculation period of implementation of Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of Resolution Plan.

Note 3 regarding 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 and any amount not claimed by the operational creditors stand extinguished. These claims are subject to reconciliation and rights and remedies available with the Group and are not acknowledged as debt.

Note 4 regarding the legal advice received, in case of claim not filed by financial 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 & September 13, 2023 by Hon'ble NCLT, Kolkata, Order dated August 16, 2019 & 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 & 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".

Note 5 regarding the recognition of deferred tax assets (net) on conservative basis as at March 31, 2024 amounting to Rs. 15,031 lakhs (March 31, 2023 Rs.15,021 lakhs) corresponding to unused brought forward income tax losses for which it has convincing evidences viz. opportunities available in area of its core competence, bidding/pre-qualification limit, conducive government policies and market conditions, recovery of pending claims, TEV study and approved Resolution Plan etc., based on which it is inferred that sufficient taxable profit will be available against which unused tax losses can be utilised by the Company.

Note 6 regarding the wholly owned subsidiary company MBL (MP) Toll Road Company Limited. (MTRCL) which participated in concession agreement dated December 07, 2011 by way of project centric ECB facility as per prudential norms of financing infrastructure projects in India as per 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 and MTRCL has raised claims of Rs. 35,429 Lakhs. Lenders Representative has preferred proceedings under IBC, 2016 which has been contested by MTRCL as non maintainable, inter-alia, on account of pending arbitration for adjudication of disputes.

Note 7 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 SBTRCPL and SBTRCPL has applied to the Authority for extension of time in terms of the Concession Agreement. The repayment of the Project Loan is linked to Completion / COD. The Lenders have given undertaking not to recover till Completion. Difference and Disputes have arisen and SBTRCPL has invoked Arbitration in terms of the Dispute Mechanism under the Escrow Agreement dated April 10, 2013 on account of material defaults / breaches on their part in fulfilling their obligations as per provisions of the Concession Agreement, Substitution Agreement and Escrow Agreement and filed claims of Rs. 1,04,552 lakhs. 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.7,846 lakhs as on March 31, 2024 (Rs.6,269 lakhs as on March 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 u/s 7 of the IBC, 2016 which has been contested by the 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. Two of the Consortium Lenders of SBTRCPL have filed petitions u/s 19(4) of the Recovery of Debt and Bankruptcy Act, 1993 against SBTRCPL and the Holding Company, which have been contested by SBTRCPL and the Company. 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 the Approved Resolution Plan of the Holding Company and are not maintainable.

Note 8 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 & 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 & 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. The Hon'ble High Court of Madhya Pradesh at Jabalpur has passed order & judgement dated November 23, 2022 for arbitration under Arbitration & Conciliation Act, 1996. The Special Leave Petition filed by the Authority against the said order has been dismissed by Hon'ble Supreme Court. 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 and filed claims of Rs. 53,795 Lakhs (excluding interest) before Arbitral Tribunal constituted by Indian Council of Arbitration under the Substitution Agreement.

Note 9 regarding the claims of the Group 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 the 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 opinion is not modified in respect of the above matters.

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

- a) Reliance have been placed on Resolution Plan submitted by the Company to the bankers which is prepared based on TEV study conducted by external agency and accordingly in the opinion of the management, there is no impairment of assets as on March 31, 2024 and there is no doubt on Company's ability to continue as a going concern. Necessary accounting adjustments have also been made in the financial statements as per the resolution plan including booking of interest expenses on borrowings @ 7.60% as proposed in the resolution plan.
- b) The loans /credit facilities provided by lenders have been classified as Non-Performing Assets (NPA) by all lenders as on balance sheet date, however in Audited Financial Results the same is shown both under short term & long term borrowings on the basis of repayment plan envisaged in original Sanction letter.

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

### **Management's and Board of Directors Responsibilities for the Consolidated Financial Results**

The Statement has been prepared on the basis of the Consolidated Financial Result. The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Results that give a true and fair view of the consolidated profit and other comprehensive loss and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the Companies included in the Group are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Results that give a true and fair view and is free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Results by the Board of Directors of the Holding Company, as aforesaid.



In preparing the Consolidated Financial Results, the respective Management and Board of Directors of the Companies included in the Group is responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the entity 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 is also responsible for overseeing the financial reporting process of each entity.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Results**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results 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 this Consolidated Financial Results.

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 Results, 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 controls 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 through a separate report on the complete set of financial statement on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Consolidated Financial Results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company 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 Statement 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 Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results 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.

We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

#### **Other Matters**

We did not audit the Statement include the audited financial information/ financial results of Six subsidiaries / step down subsidiaries whose financial results reflect total assets of Rs.70,323 lakhs, total revenue of Rs.1,826 lakhs and Rs.8,844 lakhs, total net profit/(loss) after tax of (Rs.1,358 lakhs) and (Rs.4,595 lakhs), total comprehensive income/(loss) of (Rs. 1,358 lakhs) and (Rs.4,595 lakhs) for the quarter ended March 31, 2024 and for the year ended March 31, 2024 respectively and net cash outflow of Rs.1,018 lakhs for the year ended on March 31, 2024.

The Financial Statements of Six subsidiaries / step down subsidiaries have been audited by the other auditors whose reports have been furnished to us by the management and our conclusion on the statement, in so far as it relates to the amount and disclosures included in respect of Six subsidiaries / step down subsidiaries, is based solely on the report of such other auditors and the procedures performed by us as stated in the paragraph above.

The statement includes the result for the quarter ended March 31, 2024, being the balancing figure between the audited figures in respect of the financial year ended March 31, 2024, and the published unaudited year to date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

#### **For S A R C & Associates**

Chartered Accountants

ICAI Firm Registration Number: 006085N



**Kamal Aggarwal**

Partner

Membership Number: 090129

UDIN: 24090129BKENFV7145



Place: New Delhi

Date: May 30, 2024