

# BF UTILITIES

CIN:L40108PN2000PLC015323

SECT/BFUL/

February 28, 2026

National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (E),  
Mumbai – 400 051

**SYMBOL – BFUTILITIE**

BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street, Fort,  
Mumbai – 400 001.

**Scrip Code – 532430**

**ISIN No - INE243D01012**

**Sub: Outcome of Board Meeting**

**Re: Unaudited Consolidated Financial Results for the quarter ended  
December 31, 2025**

This is to inform you that the Board of Directors of the Company, in its meeting held on Saturday, February 28, 2026 have considered, approved and took on record the Unaudited Consolidated Financial Results of the Company for the quarter ended December 31, 2025 along with Limited Review Report issued by the Statutory Auditors, G. D. Apte & Co., Chartered Accountant in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the same is enclosed herewith as **Annexure 1**

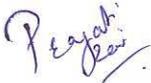
The same will also be made available on the Company's website  
[www.bfutilities.com](http://www.bfutilities.com)

This is for your information and dissemination purpose.

The Board meeting started at 10:00 Hrs. and concluded at 11:45 Hrs.

Thanking You,

Yours Faithfully,  
For BF Utilities Limited



Pragati S. Rai  
Company Secretary & Compliance Officer  
[Secretarial@bfutilities.com](mailto:Secretarial@bfutilities.com)



Encl: as above



**KALYANI**  
GROUP COMPANY

**BF UTILITIES LIMITED**

Regd. Office : Mundhwa, Pune Cantonment, Pune 411 036

CIN : L40108PN2000PLC015323

Rs. in Lakhs

**STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER, 2025**

Sr. No.	Particulars	Quarter ended			Nine Months ended		Year ended
		31 Dec., 2025	30 Sept., 2025	31 Dec., 2024	31 Dec., 2025	31 Dec., 2024	31 Mar., 2025
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Revenue from operations	23,496.76	23,162.78	20,983.50	67,816.66	62,862.89	83,683.90
2	Other income	863.27	690.75	650.71	2,177.21	1,832.66	2,485.71
3	<b>Total revenue (1+2)</b>	<b>24,360.03</b>	<b>23,853.53</b>	<b>21,634.21</b>	<b>69,993.87</b>	<b>64,695.55</b>	<b>86,169.61</b>
4	<b>Expenses</b>						
	Changes in inventories	(0.30)	(0.09)	(1.71)	1.04	(2.89)	0.93
	Construction expenses	624.28	478.80	1,249.69	1,110.58	2,041.75	3,111.68
	Employee benefit expenses	1,978.27	1,846.29	1,740.66	5,570.00	6,002.37	7,597.11
	Finance costs	1,870.82	1,958.39	2,768.89	5,999.42	8,940.24	11,307.28
	Depreciation and amortization expense	1,765.00	1,759.52	1,763.29	5,260.82	5,364.52	7,030.66
	Other expenses	2,978.79	3,173.30	2,713.85	8,882.98	7,612.60	11,037.17
	<b>Total expenses</b>	<b>9,216.86</b>	<b>9,216.21</b>	<b>10,234.67</b>	<b>26,824.84</b>	<b>29,958.59</b>	<b>40,084.83</b>
5	Profit / (Loss) before tax and exceptional items (3-4)	15,143.17	14,637.32	11,399.54	43,169.03	34,736.96	46,084.78
6	Exceptional items Refer Note 12)	218.12	-	-	218.12	-	-
7	<b>Profit / (Loss) before tax (5 + 6)</b>	<b>14,925.05</b>	<b>14,637.32</b>	<b>11,399.54</b>	<b>42,950.91</b>	<b>34,736.96</b>	<b>46,084.78</b>
8	<b>Tax expense / (credit) :</b>						
a)	Current tax	4,699.83	4,861.72	1,345.28	13,398.56	2,382.92	5,615.34
b)	(Excess) / Short Provision of earlier years	-	-	-	-	(3.15)	(3.79)
b)	Deferred tax charge / (Credit)	(50.41)	(66.70)	1,661.56	(224.52)	6,926.90	6,688.49
	<b>Total tax expenses</b>	<b>4,649.42</b>	<b>4,795.02</b>	<b>3,006.84</b>	<b>13,174.04</b>	<b>9,306.67</b>	<b>12,300.04</b>
9	<b>Profit / (Loss) for the period (7 - 8)</b>	<b>10,275.63</b>	<b>9,842.30</b>	<b>8,392.70</b>	<b>29,776.87</b>	<b>25,430.29</b>	<b>33,784.74</b>
10	<b>Other Comprehensive Income</b>						
A.	Items that will not be reclassified to Profit and Loss						
	Gain / (Loss) on Remeasurement of defined benefit plan	12.66	(3.43)	0.63	5.81	1.90	(116.04)
	Gain / (Loss) on Fair valuation of financial instruments	9.15	(3.05)	0.48	8.70	14.11	10.15
B.	Items that will be reclassified to Profit and Loss						
	- Tax expense / (reversal) on above	21.81	(6.48)	1.11	14.51	16.01	(105.89)
		4.39	(0.80)	0.41	2.66	2.44	(30.95)
		17.42	(5.68)	0.70	11.85	13.57	(74.94)
11	<b>Total Comprehensive income for the period (9 + 10)</b>	<b>10,293.05</b>	<b>9,836.62</b>	<b>8,393.40</b>	<b>29,788.72</b>	<b>25,443.86</b>	<b>33,709.80</b>
	Profit for the period attributable to:						
	- Owners of the parent	4,163.98	4,248.97	3,469.82	12,252.68	11,080.29	14,649.94
	- Non-controlling interest	6,111.65	5,593.33	4,922.88	17,524.19	14,350.00	19,134.80
		<b>10,275.63</b>	<b>9,842.30</b>	<b>8,392.70</b>	<b>29,776.87</b>	<b>25,430.29</b>	<b>33,784.74</b>
	Other comprehensive income for the period attributable to:						
	- Owners of the parent	12.49	(5.68)	0.70	6.92	13.57	(30.65)
	- Non-controlling interest	4.93	-	-	4.93	-	(44.29)
		<b>17.42</b>	<b>(5.68)</b>	<b>0.70</b>	<b>11.85</b>	<b>13.57</b>	<b>(74.94)</b>
	<b>Total comprehensive income attributed to:</b>						
	- Owners of the parent	4,176.47	4,243.29	3,470.52	12,259.60	11,093.86	14,619.29
	- Non-controlling interest	6,116.58	5,593.33	4,922.88	17,529.12	14,350.00	19,090.51
		<b>10,293.05</b>	<b>9,836.62</b>	<b>8,393.40</b>	<b>29,788.72</b>	<b>25,443.86</b>	<b>33,709.80</b>
12	<b>Earnings per share:</b> (Not Annualised for Quarters)						
	Basic & Diluted	11.05	11.28	9.21	32.53	29.42	38.89
13	<b>Other Equity</b>						
	Paid-up Equity Share Capital (Face value of Rs. 5 each)	1,883.38	1,883.38	1,883.38	1,883.38	1,883.38	1,883.38

For BF UTILITIES LIMITED




 B S MITKARI  
 WHOLE TIME DIRECTOR  
 DIN : 03632549

 Place : Pune  
 Date : 28 February, 2026

**BF UTILITIES LIMITED**
**UNAUDITED CONSOLIDATED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER, 2025.**

Rs. in Lakhs							
Sr. No.	Particulars	Quarter ended			Nine Months ended		Year ended
		31 Dec., 2025	30 Sept., 2025	31 Dec., 2024	31 Dec., 2025	31 Dec., 2024	31 Mar., 2025
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Segment Revenue</b>						
	a. Wind Mills	453.98	905.11	286.41	2,042.17	1,906.88	2,243.03
	b. Infrastructure	23,906.01	22,948.32	21,347.74	67,951.55	62,788.50	83,926.41
	<b>Total</b>	<b>24,359.99</b>	<b>23,853.43</b>	<b>21,634.15</b>	<b>69,993.72</b>	<b>64,695.38</b>	<b>86,169.44</b>
	Less : Inter segment revenue	-	-	-	-	-	-
	<b>Net Revenue</b>	<b>24,359.99</b>	<b>23,853.43</b>	<b>21,634.15</b>	<b>69,993.72</b>	<b>64,695.38</b>	<b>86,169.44</b>
2	<b>Segment results</b>						
	Profit / (Loss) (before tax and interest from each segment)						
	a. Wind Mills	45.42	300.50	(8.00)	448.31	271.33	322.23
	b. Infrastructure	16,990.90	16,316.67	14,198.69	48,772.66	43,456.97	57,131.19
	<b>Total</b>	<b>17,036.32</b>	<b>16,617.17</b>	<b>14,190.69</b>	<b>49,220.97</b>	<b>43,728.30</b>	<b>57,453.42</b>
	Less:						
	i) Finance cost	1,870.82	1,958.39	2,768.89	5,999.42	8,940.24	11,307.28
	ii) Other unallocable expenditure net off unallocable income	22.33	21.46	22.26	52.52	51.10	61.36
	<b>Total Profit / (Loss) before tax and exceptional items</b>	<b>15,143.17</b>	<b>14,637.32</b>	<b>11,399.54</b>	<b>43,169.03</b>	<b>34,736.96</b>	<b>46,084.78</b>
	Exceptional Items	(218.12)	-	-	(218.12)	-	-
	<b>Total Profit / (Loss) before tax</b>	<b>14,925.05</b>	<b>14,637.32</b>	<b>11,399.54</b>	<b>42,950.91</b>	<b>34,736.96</b>	<b>46,084.78</b>
3	<b>Capital Employed</b>						
	<b>Segment Assets</b>						
	a. Wind Mills	7,586.61	7,701.44	6,785.11	7,586.61	6,785.11	6,747.27
	b. Infrastructure	2,54,197.22	2,46,872.77	2,37,075.27	2,54,197.22	2,37,075.27	2,36,062.79
	c. Unallocable	88.82	77.73	80.17	88.82	80.17	78.18
	<b>Total</b>	<b>2,61,872.65</b>	<b>2,54,651.94</b>	<b>2,43,940.55</b>	<b>2,61,872.65</b>	<b>2,43,940.55</b>	<b>2,42,888.24</b>
	<b>Segment Liabilities *</b>						
	a. Wind Mills	3,553.22	3,374.91	3,294.38	3,553.22	3,294.38	3,311.62
	b. Infrastructure	53,784.27	53,765.38	51,258.18	53,784.27	51,258.18	50,764.24
	c. Unallocable	169.96	229.25	106.38	169.96	106.38	57.07
	<b>Total</b>	<b>57,507.45</b>	<b>57,369.54</b>	<b>54,658.94</b>	<b>57,507.45</b>	<b>54,658.94</b>	<b>54,132.93</b>
	<b>Capital Employed (Segment Assets - Segment Liabilities)</b>						
	a. Wind Mills	4,033.39	4,326.53	3,490.73	4,033.39	3,490.73	3,435.65
	b. Infrastructure	2,00,412.95	1,93,107.39	1,85,817.09	2,00,412.95	1,85,817.09	1,85,298.55
	c. Unallocable	(81.14)	(151.52)	(26.21)	(81.14)	(26.21)	21.11
	<b>Total</b>	<b>2,04,365.20</b>	<b>1,97,282.40</b>	<b>1,89,281.61</b>	<b>2,04,365.20</b>	<b>1,89,281.61</b>	<b>1,88,755.31</b>

\* Total liabilities exclude Borrowing



For BF UTILITIES LIMITED

**B S MITKARI**  
 WHOLE TIME DIRECTOR  
 DIN : 03632549

 Place : Pune  
 Date : 28 February, 2026

Notes:

- 1 The above Consolidated Financial Results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on February 28, 2026. These Results have been subjected to Limited Review by the Statutory Auditors of the Company.
- 2 Financial results of the Company / Group have been prepared in accordance with the Indian Accounting Standards (IND AS) as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting standard) Rules 2015 (as amended).

- 3 The subsidiary companies considered in consolidated financial statements are as follows:

Name of the subsidiary and Country of Incorporation	Ownership Percentage
Nandi Infrastructure Corridor Enterprise Ltd. (NICE) – India	74.52 %
Nandi Highway Developers Ltd. (NHDL) – India	69.53 %
Nandi Economic Corridor Enterprises Ltd. (NECE) – India- (Step down subsidiary)	42.16 %
BFUL Resources Pvt. Ltd. – India	100.00 %

- 4 Based on opinion of the legal advisors and independent review by the Group of certain litigations by and against the Group, the management does not warrant recognition of any provision in the books of account as at December 31, 2025. The Group, will continue to review the position as regards these litigations in future and if advised, carry out the necessary accounting adjustments.
- 5 In respect of Company's step-down subsidiary, Nandi Economic Corridor Enterprises Limited (NECE), the management have reviewed the position and has following matters to reiterate and update.

During the year ended 31 March 2011, NECE had issued Compulsory Convertible Preference Shares ("CCPS") to one of the shareholders (i.e. the Investor) amounting to ₹ 49,998.53 lakhs. These CCPS were recorded as a financial liability on First-time Adoption of Indian Accounting Standards i.e. the Ind AS (i.e. AS 101) transition date being 1 April 2016 at ₹ 31,130.00 lakhs with the difference of ₹ 18,868.53 lakhs recorded as adjustment to retained earnings of NECE. These CCPS were later converted into 3,40,45,692 (Three Crore, forty lakh, forty five thousand six hundred ninety two) equity shares during the year ended 31 March 2017 and consequently, ₹ 3,404.57 lakhs was recorded as equity share capital and ₹ 27,725.43 lakhs was recorded as securities premium by NECE.

During the FY 23-24, the management of NECE had re-evaluated the provisions of the shareholders' agreement dated 24<sup>th</sup> December, 2010 between NECE, the Promoters, the Sponsors and the Investor ("SHA"). Under the SHA, the Investor has several Exit Options, with Buy Back being one such option. NECE, in FY 2023-24 concluded that with respect to the buy-back option under the SHA, NECE had not recognized any financial liability as the Investor had not exercised the Buy Back option which could trigger only upon issuance of a valid Buy Back notice containing a clear intention to exercise the buy- back along with prescribed details including, amongst other things, the number of securities offered for Buy-



Back following the due procedure outlined under the SHA and applicable laws. Therefore, the management of NECE continues to believe that none of the equity shares issued by NECE needed to be classified as a financial liability. Between June 2024- August 2024, the Investor notified the sale of its shareholding of 3,40,00,000 equity shares, to Soinfra Enterprises Private Limited.

6 One of the Investors (i.e. AIRRO Mauritius Holdings V) of Nandi Economic Corridor Enterprises Limited (NECE), a step-down subsidiary of the Company, and the aforesaid transferee Soinfra Enterprises Private Limited (“Claimants”) have filed a notice of arbitration before the Singapore International Arbitration Centre (“SIAC”), based on Clause 24.2 (Arbitration Clause) of the SHA against Sponsors and Promoters (named in the SHA) and NECE. The Company being one of the Promoters in relation to NECE under the SHA received the said notice of arbitration on 27<sup>th</sup> March 2025. In this notice of arbitration, the Company has been named as the 4<sup>th</sup> respondent along with other respondents. The Claimants claim that the promoters and sponsors have allegedly failed to provide an exit. The Company along with Sponsors and Promoters have denied the alleged breaches of SHA and /or the alleged failure to provide an exit, by filing an appropriate response to the said notice of arbitration with SIAC. As on the date, the Arbitral Tribunal has been duly constituted in the matter, and the Claimants have submitted their statement of claim on 26<sup>th</sup> September 2025 claiming damages and other reliefs for alleged breach of SHA and failure to provide exit options such as share swap and default put option under the SHA. The Claimants have claimed damages for an amount equal to investment of Rs. 500 Crore along with 18% IRR thereon from the date of investment. Further, the Claimants have sought damages in respect of NECE’s shares subsequently acquired by AIRRO Mauritius Holdings V for a sum of INR 70.90 Crores under a separate transaction with one of the other Respondents by way of a separate Share Purchase Agreement. It is the position of the Company and other Promoters and Sponsors that since these shares form part of a separate agreement, no claim in respect of the same can form subject matter of arbitration under the SHA. The Claimants have also sought pre-award and post-award interest @ 18% p.a. on any monetary amount that may be awarded to the Claimants by the Arbitral Tribunal. Sponsors and Promoters including the Company have been legally advised that the claim filed by the Claimants lack merits on several counts and that they have strong defences and a good case on merits to contest the Claimants’ claim. Company along with other Promoters and Sponsors (named in the SHA) have filed a statement of defense to the statement of claim on 24 December 2025.

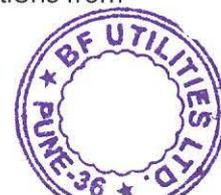
7 In respect of NECE

On 09 January 2026 the High Court of Karnataka passed its order on WP No. 17839 of 2010 which was filed by Smt. Chandrika (consenting landowner) seeking allotment of incentive sites, in relation to the land acquired for the Bangalore Mysore Infrastructure Corridor project. The High Court of Karnataka has dismissed the said petition. However, in the said order the High Court of Karnataka directed the State Government to take a re-look at the project as only 1 km has been constructed for the expressway and take necessary decision for fresh planning by discarding the framework agreement. NECE has filed a Special Leave Petition against the aforesaid order with the Honorable Supreme Court, which is numbered 5680/2026 and was heard on 16<sup>th</sup> February 2026. The Supreme Court has stayed paragraphs 77 and 78 of the High Court of Karnataka order and will hear the matter again on 06 April, 2026.



- 8 The toll operations of one of the Material Subsidiaries viz. Nandi Highway Developers Limited (NHDL) have been successfully concluded w.e.f. September 07, 2024, due to end of term of Concession agreement dated February 05, 1998 and Supplementary agreement dated June 21, 2024 between NHDL, Government of India and Government of Karnataka. Considering the positive net worth of NHDL the management of NHDL is of the view that the assets in the said subsidiary be considered as good, not warranting any provisioning or impairment in the Company's books.
- 9 The Company has given Rs 3,700 Lakhs to NECE, a step-down subsidiary, as Advance towards acquisition of land parcels, which NECE Confirms on quarterly basis during the Audit / Limited Review of Financial Statements / Results. The Company is of the opinion that the advance is good and recoverable. The aforesaid advance is eliminated in the group financial results.
- 10 One of the subsidiaries of the Company, NICE, had issued 7% Cumulative Redeemable Preference Shares (CRPS) to M/s. Nandi Engineering Limited on 27th March 2010 for an initial period of seven (7) years. Subsequently, considering the long-term nature of the road infrastructure project undertaken by the subsidiary, the Board of Directors of NICE approved a modification of the terms of issue by extending the tenure of the CRPS up to 25th March 2025 and thereafter up to 25th March 2040, resulting in a total tenure of thirty (30) years. Further, pursuant to the recommendation of the Registrar of Companies and with the consent of the holder of the preference shares, the Hon'ble National Company Law Tribunal (NCLT), vide its order dated 30th July 2025, approved the extension of the maturity date of the said CRPS by an additional period of fifteen (15) years, i.e., up to 25th March 2040." As per IND AS 109, the aforesaid CRPS being financial liability have been measured at Fair Value on initial recognition and at amortized cost on subsequent measurement. Consequent to the extension in the tenure of the repayment, the fair value of the liability has been remeasured w.e.f. April 1, 2025, which has resulted in reduction in Borrowings by Rs. 3,331.92 Lacs, increase in other equity by Rs 2,493.27 Lacs and deferred tax liability by Rs. 838.65 Lacs.
- 11 Infrastructure segment includes results of following subsidiaries and a step-down subsidiary:
- Nandi Highway Developers Ltd (NHDL)
  - Nandi Infrastructure Corridor Enterprise Ltd (NICE)
  - Step down subsidiary:
    - Nandi Economic Corridor Enterprises Ltd (NECE) (Subsidiary of NICE)
- 12 The Government of India has consolidated 29 existing labour legislations into a unified framework comprising four Labour Codes viz. Code on wages 2019, Codes on Social Security 2020, Industrial Relation Code 2020, and Occupational Safety, Health and Working Condition Code 2020 (collectively referred to as the New Labour Codes). These Codes have been made effective from November 21, 2025. The corresponding draft rules under these codes have been issued by the Government.

Incremental impact on gratuity of Rs. 197.81 Lakhs and on long-term compensated absences of Rs. 20.31 Lakhs of the Company due to change in definition of wages under the New Labour Codes is disclosed under exceptional items and in respect of NECE past service cost amounting to Rs. 182.49 lakhs towards increase in liability of gratuity recognized in the consolidated financial results for the quarter and nine months ended December 31, 2025. The Group continues to monitor the finalisation of Central/ State Rules and clarifications from



the Government on other aspects of the New Labour Codes and would provide appropriate accounting effect on the basis of such developments as required.

- 13 The Company / Group has reclassified previous period's / year's figures to conform to current year's classification the impact of which is not material.

For **BF UTILITIES LTD.**



*B. S. Mitkari*

**B. S. Mitkari**

Whole Time Director

DIN: 03632549

Pune, February 28, 2026



**Independent Auditor's Review Report on the Quarterly and Year to date Unaudited Consolidated Financial Results of BF Utilities Limited for the Quarter and Nine Months ended December 31, 2025, pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

The Board of Directors  
BF Utilities Limited

1. We have reviewed the accompanying Statement of unaudited consolidated Financial Results of BF Utilities Limited (hereinafter referred to as the "Holding Company" or "Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), for the quarter and nine months ended December 31, 2025 ("the Statement/ consolidated financial results") attached herewith, 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 ('Listing Regulations').
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors has been prepared in accordance with the 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 read with relevant rules issued thereunder and other accounting principles generally accepted in India. 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 Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. 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 Holding company's personnel 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 specified under Section 143(10) of the Companies Act, 2013 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. The Statement includes the results of the following entities:

**Subsidiaries of the company:**

- a. BFUL Resources Private Limited ("BFUL Resources")
- b. Nandi Highway Developers Limited ("NHDL")
- c. Nandi Infrastructure Corridor Enterprise Limited ("NICE")

**Step-down subsidiary of the company:**

Nandi Economic Corridor Enterprises Limited ("NECE") (subsidiary of "NICE")



**5. Basis for Adverse Conclusion:**

- i. As described in Notes to the accompanying consolidated financial results, the Step-down subsidiary viz. Nandi Economic Corridor Enterprises Limited (NECE), had recorded equity of Rs. 31,130 lakhs in earlier years which includes securities premium of Rs. 27,725.43 lakhs against original subscription amount of Rs. 49,998.53 lakhs paid by AIRRO (Mauritius) Holdings V (“the Investor/ AIRRO”). NECE has continued to classify all equity shares including such subscription, as equity instruments basis re-evaluation performed by the Management of NECE during financial year 2023-24. However, in our view and based on the adverse conclusion on the standalone financial results of NECE for the quarter and nine months ended December 31, 2025 expressed by their statutory auditors, basis the buyback option contained in the Shareholders’ Agreement, the buyback obligation should have been classified and measured as liability in accordance with the principles enunciated under Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules, 2015. Had the buy-back obligation been classified as liability and measured according to the applicable accounting standards, there would have been a material and pervasive impact on total equity and non-current liabilities as at April 1, 2024, March 31, 2025 and December 31, 2025 and profit for the quarters ended December 31, 2025, September 30, 2025 and December 31 2024 and for nine month period ended December 31, 2025 and December 31, 2024, and for the year ended March 31, 2025 which we are unable to quantify due to absence of valuation of aforesaid financial liability as at the respective reporting period ends.

Our audit report on consolidated financial results of the group for the year ended March 31, 2025 and our review report on consolidated financial results of the group for quarter and six months ended September 30, 2025 and quarter and nine months ended December 31, 2024 also included adverse opinion and conclusion, respectively in respect of this matter.

- ii. As stated in Notes to the accompanying consolidated financial results, one of the Investors (i.e. AIRRO Mauritius Holdings V) of Nandi Economic Corridor Enterprises Limited (NECE), a step-down subsidiary of the Company and Soinfra Enterprises Private Limited (“Claimants”) have filed a notice of arbitration before the Singapore International Arbitration Centre (“SIAC”), based on Clause 24.2 (Arbitration Clause) of the Shareholders Agreement (SHA) against Sponsors and Promoters (named in the SHA) and NECE. The Company being one of the Promoters in relation to NECE under the SHA received the said notice of arbitration on March 27, 2025. In this notice of arbitration, the Company has been named as the 4<sup>th</sup> respondent along with other respondents. The Claimants claim that the promoters and sponsors have allegedly failed to provide an exit. The Company along with Sponsors and Promoters have denied the alleged breaches of SHA and /or the alleged failure to provide an exit, by filing an appropriate response to the said notice of arbitration with SIAC. As of date, the arbitral tribunal has been duly constituted in the matter and the Claimants have submitted their statement of claim on September 26, 2025, claiming damages and other reliefs for alleged breach of SHA and failure to provide exit options such as share swap and default put option under the SHA. The Claimants have claimed damages for an amount equal to investment of Rs. 500 Crores along 18% IRR thereon from the date of investment. Further, the Claimants have sought damages in respect of NECE’s shares subsequently acquired by AIRRO Mauritius Holdings V for a sum of Rs 70.90

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Crores under a separate transaction with one of the other Respondents by way of a separate Share Purchase Agreement. It is the position of the Company and other Promoters and Sponsors that since these shares form part of a separate agreement, no claim in respect of the same can form subject matter of arbitration under the SHA. The Claimants have also sought pre-award and post-award interest at the rate of 18% p.a. on any monetary amount that may be awarded to the Claimants by the arbitral tribunal. Sponsors and Promoters including the Company have been legally advised that the claim filed by the Claimants lacks merits on several counts and that they have strong defences and a good case on merits to contest the Claimants' claim. The Company along with other Promoters and Sponsors (named in the SHA) have filed a statement of defence to the statement of claim on December 24, 2025.

In our opinion, the impact of above claims on the Group if awarded by arbitral tribunal could be material and pervasive. Since the matter is disputed, it cannot be ascertained whether any provision for the aforesaid claim is required to be recognized in the Consolidated Financial Results for the quarter and nine months ended December 31, 2025.

Our audit report for year ended March 31, 2025 and our review report on consolidated financial results of the group for the quarter and six months ended September 30, 2025 also included adverse opinion and conclusion respectively in respect of this matter.

- iii. As stated in Notes to the accompanying consolidated financial results, the interest free advance of Rs. 3,700 lakhs given by the Holding Company to its step-down subsidiary viz. Nandi Economic Corridor Enterprises Ltd (NECE), for acquisition of land parcels is outstanding for more than fourteen years. The aforesaid advance in the books of Holding Company and the liability in the books of NECE is eliminated in the group financial results. However, in view of substantial delay in identification and allotment of the land parcels, we are unable to ascertain the nature and present status of utilisation of the advance by NECE and the consequential impact on the group financial results.

Our audit report on consolidated financial results of the group for the year ended March 31, 2025 and our review report on consolidated financial results of the group for quarter and six months ended September 30, 2025 and quarter and nine months ended December 31, 2024 also included adverse opinion and conclusion, respectively in respect of this matter.

- iv. As stated in Notes to the accompanying consolidated financial results, the toll operations of one of the Material Subsidiaries viz. Nandi Highway Developers Limited (NHDL) have been successfully concluded w.e.f. September 07, 2024, due to end of term of Concession agreement dated February 05, 1998 and Supplementary agreement dated June 21, 2024 between NHDL, Government of India and Government of Karnataka. Considering the positive net worth of NHDL, the management of NHDL is of the view that the assets in the said subsidiary be considered good. However, since there is no operating revenue in NHDL after completion of tenure of toll operations, we are unable to ascertain whether any provision for impairment and expected credit losses is required to be recognised in the consolidated financial results as per 'IND AS 36 Impairment of Assets' and 'IND AS 109 Financial Instruments'.

Our audit report for year ended March 31, 2025 and our review report on consolidated financial results of the group for the quarter and six months ended September 30, 2025 and also included adverse opinion and conclusion respectively in respect of this matter.



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- v. We were unable to obtain sufficient appropriate audit evidence regarding the review procedures performed by the auditors of two subsidiaries viz. NHDL and NICE, and one step down subsidiary viz. NECE in accordance with the Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable, whose results, before consolidation adjustments, reflect Group's total income of Rs. 68,004.05 Lakhs and Rs. 23,923.51 Lakhs, Group's share of total net profit/(loss) of Rs. 30,132.14 Lakhs and Rs 10,475.49 Lakhs, Group's share of total comprehensive income of Rs. 30,140.68 Lakhs and Rs 10,484.03 Lakhs for the nine months ended and quarter ended December 31, 2025 respectively included in the consolidated financial results, as the component auditors have not responded to certain group audit communication requirements. Further, we were unable to carry out alternate review procedures and accordingly, we were unable to determine whether any adjustments might have been necessary to the financial information of the said subsidiaries and consequently, to the consolidated financial results

Our audit report for year ended March 31, 2025 and our review report on consolidated financial results of the group for the quarter and six months ended September 30, 2025 and also included adverse opinion and conclusion respectively in respect of this matter.

**6. Adverse Conclusion:**

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 8 below, due to significance of the matters described in Basis for Adverse Conclusion paragraph above, the accompanying consolidated financial results, have not been prepared in all material respect in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed.

**7. Emphasis of Matter:**

We draw attention to the following matters in the Notes to the Statement:

- i. Management review of certain litigation by and against the Group does not warrant recognition of any provision in the books of account. The Group shall continue the review and if required carry out the necessary accounting adjustments.

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

**8. Other Matter**

The consolidated financial results include the unaudited Financial Results of three subsidiaries and one step down subsidiary whose financial results, before consolidation adjustments, reflect Group's share of total income of Rs. 68,011.94 Lakhs and Rs. 23,926.21 Lakhs, Group's share of total net profit/(loss) of Rs. 30,136.84 Lakhs and Rs 10,477.17 Lakhs and Group's share of total comprehensive income of Rs. 30,140.68 Lakhs and Rs 10,485.71 Lakhs for the nine months and



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quarter ended December 31, 2025 respectively as considered in the Consolidated Financial Results which have been reviewed by their respective independent auditors. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the management of the Holding Company and our conclusion on the 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 such auditors and the procedures performed by us as stated in paragraph 3 above

We were however unable to obtain additional information and responses from the component auditors of three subsidiaries regarding certain matters communicated under group review procedures, as described in the Basis for Adverse Conclusion paragraph above.

Our conclusion is not modified in respect of above matters with respect to our reliance on the work done and the report of the other auditors except as described in the basis for Adverse conclusion paragraph above.

For G. D. Apte & Co.  
Chartered Accountants  
Firm Registration Number: 100515W  
UDIN: 26121007GIVLVM4272



Anagha M. Nanivadekar  
Partner  
Membership Number: 121007  
Pune, February 28, 2026