

Date: 18.07.2023

The Secretary

BSE Limited

Phiroze Jeejeebhoy Towers,
New Trading Wing,
Dalal Street, Mumbai- 400001
Scrip Code: 533152

The Manager

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East, Mumbai- 400051.
Symbol: MBLINFRA

Sir,

**Annual Report for F.Y. 2022-23 &
Notice of the 28th Annual General Meeting ("AGM")**

In continuation to our letter dated 15.07.2023, please find enclosed Annual Report of the Company for the F.Y. 2022-23 along with the Notice for 28th AGM, scheduled on Saturday, 12th August, 2023 at 3.30 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") facility. These documents are also being sent through electronic mode to those Members whose e-mail addresses are registered with the Registrar and Transfer Agent/Depositories.

The Annual Report for F.Y. 2022-23 and AGM Notice are available on the website of the Company i e www.mblinfra.com

Please treat this as compliance with Regulation 34(1) of the SEBI (Listing Obligations and 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

MBL INFRASTRUCTURE LTD.

(Formerly known as MBL Infrastructures Ltd.)

CIN L27109DL1995PLC338407

Regd. & Corp Off.: Bani Corporate One Tower, Suite No. 308, 3rd Floor,

Plot No. 5, District Commercial Centre, Jasola, New Delhi - 110 025

Tel: +91- 011 48593300, Fax: +011-48593320, email: cs@mblinfra.com,

Website: www.mblinfra.com

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of the Company will be held on Saturday, 12th August, 2023 at 3:30 pm through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt-
 - a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
 - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Surender Aggarwal (DIN: 07272927), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof) and Rules made thereunder, and subject to any other approvals, if any, consent of the Company be and is hereby accorded for re-appointment of Mr. Anjanee Kumar Lakhota (DIN 00357695) as a Managing Director of the Company, liable to retire by rotation, for a further period of 5 (Five) years, on expiry of his present term of office i.e. with effect from 25th May 2024, as recommended by Nomination & Remuneration Committee and approved by Board of Directors, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors to alter, and vary terms and conditions of said re-appointment and/or remuneration as may be agreed to between the Board of Directors and Mr. Anjanee Kumar Lakhota.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

4. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Rules made thereunder, and

subject to any other approvals, if any, consent of the Company be and is hereby accorded for re-appointment of Mr. Surender Aggarwal (DIN: 07272927) as an Executive Director/Whole Time Director of the Company w.e.f. 01.10.2023 upto 30.09.2024, liable to retire by rotation, as recommended by Nomination & Remuneration Committee and approved by Board of Directors on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with the liberty to the Board of Directors to alter and vary terms and conditions of said appointment and/or remuneration as may be agreed between the Board and Mr. Surender Aggarwal.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read together SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations), including any statutory modification(s) or re-enactment thereof, for the time being in force and Company's Policy on Related Party Transactions, and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with related parties being Subsidiary Companies, Special Purpose Vehicle, Associate Companies and Joint Venture/Enterprises participation, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) /renewal(s) /extension(s) / modification(s) of earlier contract(s) /agreement(s) /arrangement(s) /transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for a period of 1 year from the date of this Annual General Meeting on such terms and conditions as detailed in the Explanatory Statement to the this resolution and as may be mutually agreed between the related parties and the Company, such that the maximum value of related party transactions with such parties, in aggregate does not exceed the value stated in the explanatory statement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may deemed fit at its absolute discretion and to take all such steps as may be required

in this connection including finalizing and executing necessary document(s), tender(s), contract(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and rules made thereunder and subject to such approvals, permissions, consents and sanctions under the rules, regulations, guidelines issued by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), Ministry of Finance (Department of Economic Affairs), Ministry of Corporate Affairs, and all other Ministries / Departments of the Government of India, Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE" and together with the BSE, the "Stock Exchanges") and / or any other competent authorities, the Memorandum of Association and Articles of Association of the Company and such other approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, such number of fully paid-up Equity Shares and / or Convertible Bonds, and / or non-convertible instruments and / or any other instruments/securities and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the "Securities") or any combination of the Securities, denominated in Rupee, in the course of domestic and/ or international offering(s) in one or more foreign markets and/or domestic market, by way of one or more private offerings, qualified institutions placement, preliminary placement, private placement, issue of offer document, permissible/requisite offer document or a combination thereof to any person including resident or non-resident investors (whether institutions, body corporates, mutual funds, trusts and / or individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors (other than individuals, corporate bodies and family offices), qualified foreign investors, insurance companies, pension funds, Foreign Institutional Investors, Indian and / or Multilateral Financial Institutions, Non-

Resident Indians and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate consideration not exceeding Rs 300 crores (inclusive of such premium as may be fixed on such Securities), by offering such Securities at such time or times, at such price or prices (payable in cash or kind or in exchange of / upon conversion of existing Securities), at a discount or premium to the market price or prices permitted under applicable laws, with authority to retain oversubscription up to such percentage as may be permitted (within the aggregate limit of Rs.300 Crores), in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers and / or other advisors, or otherwise on such terms and conditions and deciding of other terms and conditions like number of securities to be issued and allotted, fixing of record date or book closure, if required, as the Board in its absolute discretion may deem fit and appropriate, in each case, subject to the applicable laws.

RESOLVED FURTHER THAT the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the Equity Shares to be allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT if the issue or any part thereof is made for Securities, which are convertible into or exchangeable with the Equity Shares of the Company within the meaning of the SEBI Regulations or any combination of Securities as may be decided by the Board, issued for such purpose, at such price being not less than the price determined in accordance with the pricing formula provided under the SEBI Regulations and the Securities shall not be eligible to be sold except as may be permitted, from time to time, under the SEBI Regulations.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. The relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that convertible securities and/ or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to qualified institutional buyers under the ICDR

Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event of issue of Securities, the number of Equity Shares and / or conversion price in relation to Equity Shares that may be issued and allotted on conversion shall be appropriately adjusted for corporate actions including bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring exercise.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/ or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re- classification of the Securities into other securities and/ or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation

of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions including any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic or international markets and proportion thereof, timing for issuance of such Securities, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, creation of mortgage/ charge in accordance with provisions of the Companies Act, 2013 and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/ or placement document and/or offering circular and/or offer document and/ or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("Members") or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or one or more such Directors as authorized and empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard."

- 7. To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder (including any amendments, modification or variation thereof) payment of remuneration of

Rs.35,000/- (Rupees Thirty Five Thousand only) plus applicable taxes, reimbursement of out of pocket expenses and other incidental expenses, for conducting the audit of the Cost records of the Company for the financial year 2023-24 by M/s Dipak Lal & Associates, Cost Accountants (Firm Registration No. 101491) as Cost Auditors of the Company appointed by the Board of Directors be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."By order of the Board

For **MBL Infrastructure Ltd.**

Date: 15th July, 2023

Place: New Delhi

Anubhav Maheshwari

Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (MCA), inter-alia, vide its General circular dated December 28, 2022 and Securities Exchange Board of India (SEBI), inter-alia, vide its circulars dated January 5, 2023 and January, 15, 2021 permitted convening of the Annual General Meeting (AGM) through VC or OAVM without physical presence of the members at the common venue. In accordance with MCA circulars, provisions of the Companies Act 2013 and SEBI (LODR) Regulations, 2015, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since this General Meeting is through VC/OAVM, the physical attendance of members is dispensed with. Accordingly, the facility of appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC/OAVM, attendance slip/the route map of the venue of the meeting is not annexed hereto.
4. The Register of Members and Share Transfer Books would remain closed from 5th August, 2023 to 12th August, 2023 both days inclusive.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013.
6. The information required to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015 and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 3 & 4 set out above are annexed hereto.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to the Notice will be available electronically for inspection by the members during AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@mblinfra.com.
8. The notice contains a set of instructions for remote e-voting as per applicable provisions of law.
9. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the AGM.

10. In compliance with MCA circulars, AGM Notice along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories / Link Intime India Private Limited, RTA. AGM Notice along with Annual Report 2022-23 will also be available on the website of the Company at www.mblinfra.com, website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com.
11. (a) Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Link Intime India Pvt Ltd to enable servicing of notices / documents / Annual Reports electronically to their email address.

(b) Members holding shares in physical mode and who have not registered /updated their email address with the Company are requested to register /update the same by writing to the Company with the details of Folio number and attaching a self-attested copy of PAN card at info@mblinfra.com or at delhi@linkintime.co.in.

INSTRUCTIONS

VOTING THROUGH REMOTE EVOTING

- 1 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
2. The facility for e-Voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be eligible to exercise their right to vote at the meeting.
3. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting	End of remote e-Voting
9.00 a.m. Wednesday, 9th August, 2023	5.00 p.m. Friday, 11th August, 2023

5. A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date i.e. 5th August, 2023 only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. The voting rights of the members will be in proportion to their shares to the total paid up capital of the Company as on cut-off date i.e. 5th August, 2023.
6. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
7. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

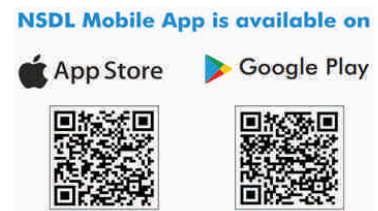
- (A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>(a) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re- directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>(b) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>

- (c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com>/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- (d) Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS

login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- II. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - III. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - IV. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

How to cast your vote electronically and join AGM on NSDL e-Voting system?

- (a) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (b) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- (c) Now you are ready for e-Voting as the Voting page opens.
- (d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (e) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anjaliyadav.associates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.
2. Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 5th August, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with

NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 5th August, 2023 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system".

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call 022-48867000 and 022-2499700 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.
5. Ms Anjali Yadav, Practicing Company Secretary, (Membership No. FCS 6628) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall within 48 hours of the conclusion of AGM submit consolidated Scrutinizer's Report to the Chairman or an authorised person who shall countersign the same and declare the results of voting forthwith.
7. The resolutions shall be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the Resolutions. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company www.mblinfra.com and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office as well as the Corporate Office of the Company and shall be forwarded to the National Stock Exchange of India Limited and BSE Limited.
8. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
 - (a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@mblinfra.com / delhi@linkintime.co.in.
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to delhi@linkintime.co.in. If you are an Individual shareholders holding securities in

demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- (c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
9. The instructions for Members for e-voting on the day of the AGM are as under:
- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
10. Instructions for Members for attending the AGM through VC/OAVM are as under:
- (a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (b) The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on 5th August, 2023 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come

first serve basis. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

- (c) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting i.e. from 3.30 p.m. by following the procedure mentioned in the Notice and the facility may be closed 15 minutes after commencement of meeting.
- (d) Members are encouraged to join the Meeting through Laptops for better experience.
- (e) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (g) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request/questions mentioning their name, demat account number/folio number, email id, mobile number at cs@mblinfra.com latest by 5:00 p.m. (IST) on 5th August, 2023 to enable the company to reply suitably at the Meeting.
- (h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
- (i) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- (j) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
- (k) Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Asst. Vice President, NSDL and / or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 022-48867000 / 022-24997000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3:

The Board of Directors ("the Board") of the Company in its meeting held on 29th May, 2023 on recommendation of Nomination & Remuneration Committee approved re-appointment of Mr. Anjaneer Kumar Lakhota as Chairman & Managing Director for a period of 5 years from the expiry of his present term i.e. with effect from 25th May, 2024 liable to retire by rotation. However, the Board in compliance with the provisions of the Companies Act, 2013 had approved and recommended payment of remuneration for a period of 3 years w.e.f 25th May, 2024.

Mr. Anjaneer Kumar Lakhota is Chartered Accountant and Promoter Director of the Company. He has more than three decades of experience in the infrastructure industry. The Company has received requisite consent from Mr. Anjaneer Kumar Lakhota including confirmation under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is eligible to be re-appointment as Chairman & Managing Director of the Company. Mr. Anjaneer Kumar Lakhota is not debarred from re-appointment pursuant to any order of SEBI or any other authority. The Company has received a notice from a member under Section 160 of the Act proposing re-appointment of Mr Anjaneer Kumar Lakhota as Managing Director of the Company.

The terms and conditions of re-appointment of Mr. Anjaneer Kumar Lakhota as Managing Director are as follows:

Tenure of Appointment:

The Appointment is for a period of 5 years w.e.f 25th May 2024

Remuneration:

(i) SALARY: Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) per month (in the grade of Rs 7,50,000/- to Rs 12,50,000/- per month). The Board is authorized in its absolute discretion to increase the same from time to time within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time.

(ii) PERQUISITES & ALLOWANCES

- a) Car facility, telecommunication facility and Hospitalization and major medical expenses as per Rules of the Company.
- b) Leave and encashment of unavailed leave as per Rules of the Company.
- c) Contribution to Provident Fund, Superannuation fund or annuity fund or Gratuity fund as per the Rules of the Company
- d) Other Perquisites:-
Other allowances, benefits and perquisites as the Board may from time to time decide.

(iii) OVERALL REMUNERATION:-

- (a) The aggregate remuneration in any financial year shall not exceed limits prescribed from time to time under the Companies Act.
- (b) In the event of loss or inadequacy of profits in any financial year during the currency of tenure the payment of remuneration shall be governed by the limits prescribed under the Companies Act.

He shall also be entitled to reimbursement of the actual business entertainment and travelling expenses incurred by him with regard to business of the Company and reimbursement of such expenses will not be treated as an item of perquisites for him. As long he functions as such, he shall not be entitled to any sitting fee for attending the Board Meeting and /or Board Committee meeting. The appointment can be terminated either by the Managing Director himself or the Board of Director of the Company by serving three months notice in writing to the other.

Mr. Anjaneer Kumar Lakhota will also be the Key Managerial Personnel of the Company under section 203 of the Companies Act, 2013. The Board is of the opinion that Mr. Anjaneer Kumar Lakhota fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder.

As per Section 190 of the Companies Act, 2013 a copy of contract of service/written memorandum in writing entered with Mr. Anjaneer Kumar Lakhota as Chairman & Managing Director is open for inspection by the members at the Registered Office of the Company.

Additional information in respect of Mr. Anjaneer Kumar Lakhota, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure to this Notice.

Mr. Anjaneer Kumar Lakhota is deemed to be concerned or interested in his re-appointment. His relatives to the extent of their shareholding in the Company may be deemed to be concerned or interested in his re-appointment. Except Mr Anjaneer Kumar Lakhota and his relatives, none of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4:

The Board of Directors ('the Board') in its meeting held on 29th May, 2023 on the recommendation of Nomination & Remuneration Committee, approved the re-appointment of Mr. Surender Aggarwal (DIN: 07272927) as Executive Director/Whole Time Director of the Company w.e.f 01.10.2023 upto 30.09.2024, liable to retire by rotation.

The Company has received requisite consent from Mr. Surender Aggarwal including confirmation under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is eligible to be appointment as Executive Director/Whole time Director of the Company. Mr. Surender Aggarwal is not debarred from appointment pursuant to any order of SEBI or any other authority. The Company has received a notice from a member under Section 160 of the Act proposing re-appointment of Surender Aggarwal as Executive Director/ Wholetime Director of the Company. Mr. Surender Aggarwal is also a Whole-time Director of Suratgarh Bikaner Toll Road Company Pvt. Ltd. (SBTRCPL), a 100% Subsidiary of the Company.

The terms and conditions for his re-appointment are as follows:

Tenure of Appointment:

The Appointment is for a period of one year w.e.f 01.10.2023

Remuneration:

Rs. 1,25,000/- (One lakhs Twenty five Thousand Only) per month (in the grade of Rs 1,25,000/- to Rs 2,50,000/- per month). The Board is authorized in its absolute discretion to increase the same from time to time within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time.

Mr. Surender Aggarwal shall be entitled to reimbursement of actual business and travelling expenses incurred by him with regard to business of the Company and reimbursement of such expenses will not be treated as an item of perquisites for him. He shall not be entitled for any sitting fee for attending the Board and/or Board Committee meeting.

Mr Surender Aggarwal shall exercise such powers and functions, as may be delegated by the Board of Directors of the Company.

In the event of loss or inadequacy of profits in any financial year during the currency of the tenure of service of the said Whole-time Director, the payment of remuneration shall be governed by the limits prescribed under the Companies Act, 2013.

The above appointment can be terminated either by the Whole-time Director himself or the Board of the Company by serving three months notice in writing to the other.

The terms of appointment and remuneration given herein above be altered, varied, increased and modified from time to time by the Board, as it may at its discretion deem fit so as not to exceed the aforesaid limits and those specified in Schedule V of the Companies Act, 2013 or any modification or reenactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board and the concerned Director.

Mr Surender Aggarwal will also be the Key Managerial Personnel of the Company under section 203 of the Companies Act, 2013. The Board is of the opinion that Mr Surender Aggarwal fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder. As per Section 190 of the Companies Act, 2013 a copy of contract of service/ written memorandum in writing entered with Mr. Surender Aggarwal as Executive/Wholetime Director is open for inspection by the members at the Registered Office of the Company.

Additional information in respect of Mr. Surender Aggarwal, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure to this Notice.

Except Mr. Surender Aggarwal and his relatives, none of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution.

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

ITEM NO. 5:

The Company is engaged in the execution of civil engineering infrastructure projects: Roads & Highways (Construction, BOT, O&M), Building, Housing & Urban Infrastructure, Railways/Metro and Other Infrastructure. These projects/contracts/tenders are entered with Authorities being Central Government, State Governments, PWD of various States etc and /or with private /non- government authorities and are undertaken/executed by the Company on its own or through incorporation of new subsidiary company as a Special Purpose Vehicle or associate company or joint venture/enterprises-participation, from time to time.

After MBL Infrastructure Ltd is awarded the tender, contract/agreement has to be executed within specified time period. Pursuant to requirement of the contract/agreement, the Company is immediately required to incorporate a new subsidiary company. / associate company/ joint venture/enterprises-participation for execution of the agreement/ contract.All rights/ obligations/responsibilities for execution of the contract is entrusted on the newly incorporated subsidiary company/ associate company/joint venture/enterprises-participation.

In view of the limited time available to comply with the requirement of the contract/agreement including incorporation of subsidiary company/ associate company/ joint ventures/enterprises-participation, all requisite approvals as done in the past are obtained by the Company before or

after execution of the contract/ agreement, as the case may be. The said modus operandi of execution of contract/agreement/tender is been followed by the Company and apart from being in compliance with the applicable laws and regulations is also a prevailing sector practice.

The nature of transactions executed with the related party is of contract/sub-contract, purchase/sale of good & services, expenses/ reimbursement of expense by/for the Company for/by subsidiary companies, special purpose vehicle, associate companies, joint ventures/ enterprise participation, providing corporate guarantee(s)/securities etc. The accounts of the subsidiary company or associate company or joint venture or enterprises-participation is consolidated with the accounts of MBL Infrastructure Ltd in compliance with the applicable laws and regulation.

As per the provisions of Section 188 of the Companies Act 2013 read with rules made therein, any contract or arrangement with the related parties which are at arms-length and in ordinary course of business do not require prior approval of the shareholders. However, in terms of SEBI (LODR) Regulation, 2015 all material transactions including those which are at arms-length and in ordinary course of business require prior approval of the shareholders. According to SEBI Listing Obligations transactions are said to be considered material, if the transactions to be entered individually or taken together with previous transactions during a financial year exceeds Rs 1000 crores or 10% of the consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. 10% of the annual consolidated turnover of the Company as per last audited financial statement i.e. F Y 2022-23 is Rs 30.10 crores.

The Company in the AGM held on 29th September, 2018 had taken Shareholders approval for executing transactions with Related Parties for a period of 5 years within the limit of Rs. 1000 crores per annum. The shareholders had also approved execution of transactions with related party which were not at arms-length in exceptional cases. However, transactions executed by the Company with related parties were at arm's length and in the ordinary course of business and significant amount of transactions were with wholly owned subsidiary companies which are exempted and not considered within the threshold limit of aforesaid Shareholders approval. Other than the wholly owned subsidiary companies, Company during the previous three years have executed /entered transactions with other related parties as detailed hereunder: (Rs in crore)

Nature of Transactions	FY 2020-21	FY 2021-22	FY 2022-23
Reimbursement of expenses/ payments/(Receipts)(Net)	11.17	16.17	2.11
Contract Revenue Billed etc	6.06	11.83	0.06
Total	17.23	28.00	2.17

In view of the changes required in the threshold for determining the related party transactions that require prior approval and considering the fact that the list of the related parties will change dynamically with no action on the part of the Company and to facilitate seamless execution of work between the Company and related parties, the Company propose to take the approval of members. Further the agreed value of such transactions with the related parties going forward may exceed the limits prescribed under the Companies (Meetings of Board and its Power) Rules, 2014 and may be material as per SEBI listing obligations. Since the Company, as explained above, will not be able to identify the name of the related party with which transactions will be

executed going forward and matrix of the sector in which it operates, it is proposed that shareholders approval be sought for execution of transactions with related parties within the limit of Rs 2000 crores for a period of 1 year from this Annual General Meeting. This would enable the company for optimum utilisation of resources of the Company as well as will be commercially prudent.

The approval of shareholders is not required for transactions entered between the holding company and its wholly owned subsidiary company and transactions entered by two wholly owned subsidiary companies, whose accounts are consolidated with the holding company and placed the shareholders for approval.

Details of proposed transactions are as follows:

1 Name of the Related Party and its relationships and nature of concern or interest	As explained above, the name of the subsidiary/joint venture/enterprise-participation interest cannot be identified. The transactions with related parties for the new tenders/contract/agreement, which the Company will obtain are futuristic in nature and therefore term cannot be foreseeable. Therefore, it is not possible for the Company to ascribe an explicit monetary value of such transactions. The nature of interest will be either as a subsidiary/joint venture/enterprise-participation depending on the commercial aspects of the agreement/contract.
2 Type of Proposed Transactions	Contract / sub-contract, purchase/sale of good & services, expenses/reimbursement of expense by/for the Company for/by subsidiary companies, special purpose vehicle, associate companies, joint ventures/enterprise participation, providing corporate guarantee(s)/securities etc
3 Tenure of Proposed Transactions	For a period of 1 year from this Annual General Meeting
4 Value of the Proposed Transactions	Aggregate value of Rs 2000 (Two thousand) crores
5 Percentage of the Company's annual consolidated turnover for the immediately preceding financial year	The proposed transactions will be 666.67% of the annual consolidated turnover of the Company. Since the operations of the Company are not normal due to non-implementation of the Resolution Plan by the Banks, the turnover of the Company for FY 2022-23 has little relevance. The approval is sought in anticipation that as and when the Company undertakes new tender/contract/agreement, related party transactions will increase and will fall within the definition of being material.

6 Specific details, If the transaction relates to any loans, deposits, advances or investments made or given by the or its subsidiary:	Investments in securities would be in line with the requirement of the contract or agreement of the new projects to be executed going forward but within the applicable laws and regulations. Similarly, the loans and advances with the related party would be in normal course of business in line with the requirement of the law
(i) Details of the source of funds	Investments or loans or advances will be from the internal accruals of the Company or subscription of securities or through any other permissible mode.
(ii) Details of financial indebtedness incurred	As explained above, the proposition of investment or loans or advances to the Related Party will be on the prudent terms and conditions. The transactions to be executed will be in the best interest of the Company and considering the market conditions at the time of such transactions. However, it shall be within the permissible limits of the act or regulations or within the shareholders approval.
(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	As explained above, the proposition of investment or loans or advances to the Related Party will be on the prudent terms and conditions. The transactions to be executed will be in the best interest of the Company and considering the market conditions at the time of such transactions. However, it shall be within the permissible limits of the act or regulations or within the shareholders approval.
(iv) Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT in accordance to the terms and conditions of tender/agreement/contract.
7 Justification as to why the RPT is in the interest of the Company	The transactions with the Related party are proposed to be normal business operations and are envisaged commercially prudent and in the best interest of the parties. The transactions proposed will be at arms length. As explained above proposed transactions are necessitated because of the nature of the business of the Company and its related parties would be engaged in keeping in mind the optimum utilisation of resources. In exceptional cases it is proposed to execute such transactions not at arms length where comparison will not be available to justify the same. The transactions proposed as explained above will be at the negotiated price to be mutually agreed and/or on the basis of the valuation report/documents as may deemed fit, from time to time.

<p>8 Copy of the valuation or other external party report, if any relied upon by the Company</p>	<p>All transactions proposed will be in ordinary course of business. It is proposed to execute all transactions at arms-length except in exceptional cases where comparison will not be available to justify the transactions at arms length. The transactions proposed, as explained above, will be at the negotiated price, supported by documents/papers and will be placed before the Audit Committee or Board, as the case may be.</p>
<p>9 Percentage of the counter-party annual consolidated turnover that is represented by the value of then proposed RPT on a voluntary basis</p>	<p>As explained above, not applicable.</p>
<p>10 Name of the Director/ Key Managerial Personnel who is interested, if any</p>	<p>Generally, the Company appoints its Director or their relatives and/or Key Managerial Personnel as Director in subsidiary company/associate company or representative of partner in Joint Venture or enterprise participation.</p>
<p>11 Any other relevant information</p>	<p>All important information forms part of the the statement settling out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>

The Board of Directors in its meeting held on 29th May 2023 has approved the execution of related party transactions as aforesaid, subject to approval of shareholders in ensuing Annual General Meeting and recommends the ordinary resolution as set out in item no 5 of the notice for approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolutions as set out at Item No. 5 of this Notice, except to the extent of their shareholding in the Company..

ITEM NO. 6:

There are lot of opportunities in the core competency area of the Company. With impetus of the government on infrastructure sector, the Company is poised for growth trajectory and the level of operations is expected to increase substantially after documentation by banks.

The Company requires approval to raise funds to meet long-term working capital and capital expenditure requirements of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries, joint ventures and affiliates besides strengthening the Balance Sheet of the Company including repayment of debt, usage for business ventures / projects and other general corporate purposes. Accordingly, the Company proposes to raise funds aggregating up to Rs. 300 Crores (Rupees Three Hundred Crores Only) by way of fully paid up Equity Shares and / or Convertible Bonds, and / or non-convertible instruments and / or any other instruments/securities and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the "Securities")

The QIP/private placement may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the ICDR Regulations and other applicable acts, rules, regulations etc.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with the ICDR Regulations. The Board may, at its absolute discretion, decide the pricing for the Equity Shares to be issued upon exercise of the warrants in the qualified institutions placement, subject to SEBI ICDR Regulations.

The Resolution enables the Board to create, issue, offer and allot securities at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with Merchant Bankers, Advisors, Underwriters, etc, inclusive of such premium, as may be determined by the Board in one or more tranche(s), subject to SEBI (ICDR) Regulations and other applicable laws, rules and regulations. The Equity Shares allotted would be listed on one or more stock exchanges. The offer/ issue / allotment would be subject to obtaining necessary regulatory approvals, if applicable.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Merchant Bankers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevalent market conditions from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue / allotment / conversion of Securities would be subject to the receipt of regulatory approvals, if any.

This Special Resolution at Item No. 6, if passed, will have the effect of permitting the Board to offer, issue and allot securities to the investors who may or may not be the existing shareholders of the Company, subject to compliance with applicable laws & regulations.

The Directors and Key Managerial Personnel of the Company and their relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are director or member. Save as aforesaid, none of the Directors, Key Managerial Personnel, or their relatives thereof is/are in any way concerned or interested in this resolution.

The Board recommends the special resolution as set out in Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7:

The Board of Directors on the recommendation of Audit Committee has appointed M/s Dipak Lal & Associates, Cost Accountants, as Cost Auditors for the audit of cost records of the Company for the Financial Year ending 31st March 2024, at a remuneration of 35,000 (Rupees Thirty Five Thousand only) plus applicable taxes, reimbursement of out-of-

pocket expenses and other incidental expenses incurred for conducting such audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company is required to be ratified subsequently by the members of the Company.

Accordingly, consent of the members is sought by passing an ordinary resolution as set out in Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors as approved by the Board of Directors for conducting audit of the cost records of the Company for the financial year ending 31st March, 2024.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution. The Board recommends the resolution as set out in Item No. 7 of the Notice for approval by the Members.

By order of the Board
For **MBL Infrastructure Ltd.**

Date: 15th July, 2023
Place: New Delhi

Anubhav Maheshwari
Company Secretary

Annexure to the AGM Notice dated 15th July, 2023

Details of Director seeking re-appointment /appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015) and Secretarial Standard-2

Name of the Director	Anjaneer Kumar Lakhota	Surender Aggarwal
Age in years	60	50
Category of Directorship	Executive	Executive
DIN	00357695	07272927
Qualification	Chartered Accountant	a) Post Graduate with M.Tech (Structures) from IIT (Delhi) b) MBA (Finance) with Specialisation in Construction Management
Experience (including Expertise in specific functional areas)/Brief Resume	More than three decades of experience in the infrastructure industry. Please refer company's website www.mblinfra.com.	More than two decades of versatile experience in the field of civil engineering. Please refer company's website www.mblinfra.com.
Terms and conditions for appointment/ re-appointment	At the AGM held on 29th September, 2018, he was re-appointed as Managing Director of the Company for a period of 5 years w.e.f. 26th May, 2019, liable to retire by rotation. However, remuneration to be paid is recommended for a period of 3 years w.e.f. 25th May, 2024.	He has been re-appointed as Whole Time Director/ Executive Director of the Company w.e.f. 1st October, 2022 upto 30th September, 2023 liable to retire by rotation.
Details of remuneration and remuneration last drawn	Details mentioned in the Corporate Governance Report.	Details mentioned in the Corporate Governance Report.
Date on which first appointed on the Board	25.08.1995	13.08.2020
Details of shareholding in the Company	1,33,58,716	Nil
Relationship with other Directors/Key Managerial personnel (if any)	None	None
Number of Board Meetings attended during the year	Details mentioned in the Corporate Governance Report.	Details mentioned in the Corporate Governance Report.
Details of Directorships in other Companies	1. Suratgarh Bikaner Toll Road Company Private Ltd. 2. MBL (MP) Toll Road Company Limited 3. MBL Projects Limited 4. MBL Highway Development Company Limited 5. MBL (MP) Road Nirman Company Limited	1. Suratgarh Bikaner Toll Road Company Private Ltd 2. Highway Consulting Engineers Private Limited
Details of Committee chairmanship and memberships in other Companies	NIL	NIL



One of the most exciting infrastructure construction proxies in India today

MBL INFRASTRUCTURE LIMITED
ANNUAL REPORT 2022-23

Disclaimer:

This document contains statements about expected future events and financials of MBL Infrastructure Ltd ('The Company' or 'We' or 'MBL Infra') which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in this Annual Report.

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One of the most exciting infrastructure construction proxies in India today

MBL possesses a platform for de-risked, profitable, knowledge-led and sustainable growth.

MBL is at the right place at the right time possessing rich sectorial experience and an unprecedented opportunity for rejuvenated growth.

MBL addresses an unprecedented national infrastructure opportunity with robust fundamentals – multi-decade experience and the prospect of recovering receivables with speed.

MBL is positioned to grow responsibly, profitably and sustainably from this point onwards.



India's Road Infrastructure Sector - MBL Infrastructure Ltd.





On one hand, India's road building opportunity is possibly the largest in the world.

On the other hand, this opportunity is being addressed by relatively few companies with established competence and credentials.

MBL Infrastructure Limited is among those select companies, possessing the necessary vision, experience, qualifications and Balance Sheet to address an unprecedented sectorial opportunity.

This makes MBL an excellent proxy for sustainable and profitable growth across the foreseeable future.

“ America's roads are good not because America is rich. America is rich because of its good roads.

John F Kennedy, Former U S President





Build on time. Build within budget. Build with robust quality. Build with responsibility.

These realities make MBL Infrastructure an attractive growth proxy in a sector positioned at the centre of India's growth ambition.

Our vision

To be the foremost infrastructure company dedicated to quality and on-time project execution, building customer satisfaction and enhancing stakeholder value while maintaining our commitment towards a cleaner and greener world.

Our mission

- To serve in the building of the nation by constructing, maintaining and improving infrastructure.
- To be an active participant in India's infrastructure development and overall growth story.
- To create maximum value to the shareholders while contributing to society as a part of Corporate Social Responsibility
- To encourage innovation and excellence collaborative team work and professionalism so as to become the clients' most preferred choice
- To set benchmarks in quality and timeliness of execution

Our business

MBL Infrastructure Ltd. (MBL) is engaged in the execution of civil engineering infrastructure projects: roads and highways (construction, BOT, O&M), building, housing and urban infrastructure, railways/metro and other infrastructure. The road building competence provides a platform for value-addition and extension into adjacent infrastructure segments that catalyse nation building.

Our management

The Board of Directors of MBL comprises four Independent Directors, one Promoter Director and one Executive Professional Director. Mr. Ashwini Kumar Singh, Ms. Sunita Palita, Mr. Ranjit Datta and Mr. Ram Dayal Modi are Independent Directors with varied industry experience. Mr. Anjanee Kumar Lakhota, Chairman and Managing Director, has three decades of experience in the infrastructure industry. Mr. Surender Aggarwal, Professional Executive Director, has two decades of versatile experience in the field of civil engineering.

Our presence

MBL Infrastructure has registered & corporate office in Delhi and an office in Kolkata. The Company has executed projects pan-India.

Our competence

MBL Infrastructure is respected for its capacity to embark on challenging projects, complete them on time and within budget through the careful use of technology, project management and design. The Company possesses robust technical execution capabilities and the ability to competitively source building materials.

Our customers

National Highways Authority of India: Independent Corporation under Ministry of Road, Transport and Highways

for development, maintenance and management of National Highways of the Indian government. Nodal division of the Ministry of Highways and Roads.

Ministry of Road Transport and Highways:

Part of the government of India. Apex body for the formulation and administration of rules, regulations and laws relating to road transport, national highways and transport research to increase mobility and efficiency of the road transport system in India.

Public Works Department: Pan-India presence. Equipped to address complex construction and maintenance projects, even in challenging terrains.

Delhi Metro Rail Corporation: Centre-state public sector company that operates the Delhi metro. Involved in the planning and implementation of metro rail, monorail and high-speed rail projects in India and abroad.

Our certifications

ISO 9001:2015: A certification of the Company's organisation's quality management system

ISO 14001:2015: A certification of the Company's environment management system

ISO 45001: 2018: A certification of the Company's health and safety management system

Chairman's overview



MBL: One of the most exciting infrastructure construction proxies in India today

Overview

This is a momentous communication with the shareholders of your company.

For readers to appreciate the full import of where your company stands today and where it intends to go, there is a need to understand where it has come from.

MBL enjoyed an excellent track record with commercial banks from 1995 to 2016 as a competent infrastructure building company (with a predominant exposure to road building). The Company was growing responsibly through debt and net worth. MBL witnessed continuous growth in its bid capacity and pre-qualification capability.

Due to reasons beyond its control, MBL was referred to CIRP proceedings under IBC, 2016 by Hon'ble NCLT order dated 30th March, 2017. The Resolution Plan of the Company under IBC, 2016 with 78.50% CoC majority was approved by Hon'ble NCLT by order dated 18.04.2018. The appeals filed by some of the banks were dismissed by the Hon'ble National Company Law Appellate Tribunal (NCLAT) by its order dated 16th August, 2019 finding them without any merit. The Hon'ble Supreme Court by its order dated 18th January, 2022 has disposed of the civil appeal no. 8411 of 2019 filed by one of the dissenting banks against the Hon'ble NCLAT order dated 16th August, 2019. The Resolution Plan has attained finality.

Turnaround

I am pleased to communicate that your company has successfully completed / handed over / received completion certificates for various public interest projects since the approval of the Resolution Plan. MBL is attractively positioned at the cusp of one of the most exciting moments in the history of India's infrastructure sector.

The Company's competitive positioning can be appreciated from an understanding of what it takes to succeed in India's infrastructure-building sector. Success in the sector warrants multi-year experience across terrains; success in the sector warrants that every rupee generated can be reinvested or shared with investors; success in the business warrants a capacity to remain competitive enough to carve away large new orders, accelerating the virtuous cycle.

Exciting proxy

The principal message of my communication is that MBL is one of the most exciting proxies in India's infrastructure sector today, marked by a considerable increase in opportunities in the area of the Company's core competence.

MBL has been in the business of infrastructure building for more than 25 years, having worked on various projects pan-India. This provides the Company with a terrain insight that influences nuances in bidding or estimating accurate work programmes.

MBL's debt has been restructured pursuant to the Resolution Plan, which will help in strengthening its cash flows and competitiveness.

Since the approval of the Resolution Plan, MBL could not bid for new orders due to its non-implementation by banks; the Company is attractively placed to address a large operating headroom and is ready to bid for new projects. The absence of an order book should not be seen as a

disadvantage; on the contrary, by bidding afresh and with no back-end projects to address, the Company will be competently placed to allocate men and materials that deliver new projects with speed.

MBL is positioned to recover its receivables arising from illegal suspension/termination of projects, deviation in design, change in scope of work etc the lumpy inflow is expected to provide the Company with resources to build afresh and hold sizable cash on its books as a buffer against a sectorial downturn (however unlikely this may appear).

The complement of these realities is that the Company would be empowered to bid effectively, win sizable projects and address them with speed – a virtuous cycle of profitable and sustainable growth.

Case for optimism

These are some of the reasons why we are optimistic of our prospects.

One, the Indian infrastructure sector – led largely by its road-building sector – is likely to emerge as the fastest growing in the world in percentage terms among major economies and one of the largest by quantum anywhere. This represents an opportunity of a magnitude that is likely to translate into adequate infrastructure order books for virtually all players. As one sees the reality unfold, the priority will be less about winning bids or contracts as much as it will be about timely and efficient project delivery. MBL possesses a rich experience bandwidth that should emerge as its prime competitive advantage.

Two, a large gap has emerged between the demand for infrastructure creation and the ability to service it. During the last few years, infrastructure companies went out of business on account of a sectorial slowdown during which they could not protect their Balance Sheets and repay debt. Following this industry shakeout, there is now a premium on companies possessing multi-decade sectorial experience. By the virtue of surviving

the most challenging phase in its sector during the last few years, MBL now finds itself attractively placed to capitalise on the industry churn.

Three, MBL is being structured around governance, marked by a commitment to grow the business without taking recourse to debt, credible practices, respect for the interest of minority shareholders and other practices directed to enhance stakeholder trust in the management.

Four, MBL's Resolution Plan provides it with a buffer to maximise the use of cash flows for reinvestment during one of the most vigorous growth phases of India's infrastructure sector.

Five, MBL continues to remain an operationally lean infrastructure construction company. This leanness should translate into targeted revenues given the existing national infrastructure building momentum.

Conclusion

At MBL, our objective in FY 24 will be to go out and bid for selected project within our stated profitability guardrails. With each project that is won, the Company will be attractively placed to accelerate its flywheel that translates into enhanced value for all stakeholders of the Company.

Anjaneer Kumar Lakhota,
 Chairman

MBL's debt has been restructured pursuant to the Resolution Plan, which will help in strengthening its cash flows and competitiveness.

Business segments

Roads and highways infrastructure-construction

- The Company has executed and commenced a number of praiseworthy projects PAN India.
- Large opportunities are available to the Company in its area of competence comprising civil engineering projects in the roads and highways.

Road and highways infrastructure - BOT projects

- MBL was an early entrant in the BOT space in 2002
- MBL has an integrated business model to execute the BOT projects, which include design and engineering, in-house construction equipment bank, toll collection and O&M and traffic estimation.

Roads and highways infrastructure – O&M

- MBL was awarded the first ever contract for comprehensive maintenance of Inner and Outer Ring Road of NCT, New Delhi in 2005.
- The Company's road maintenance attracted public appreciation.

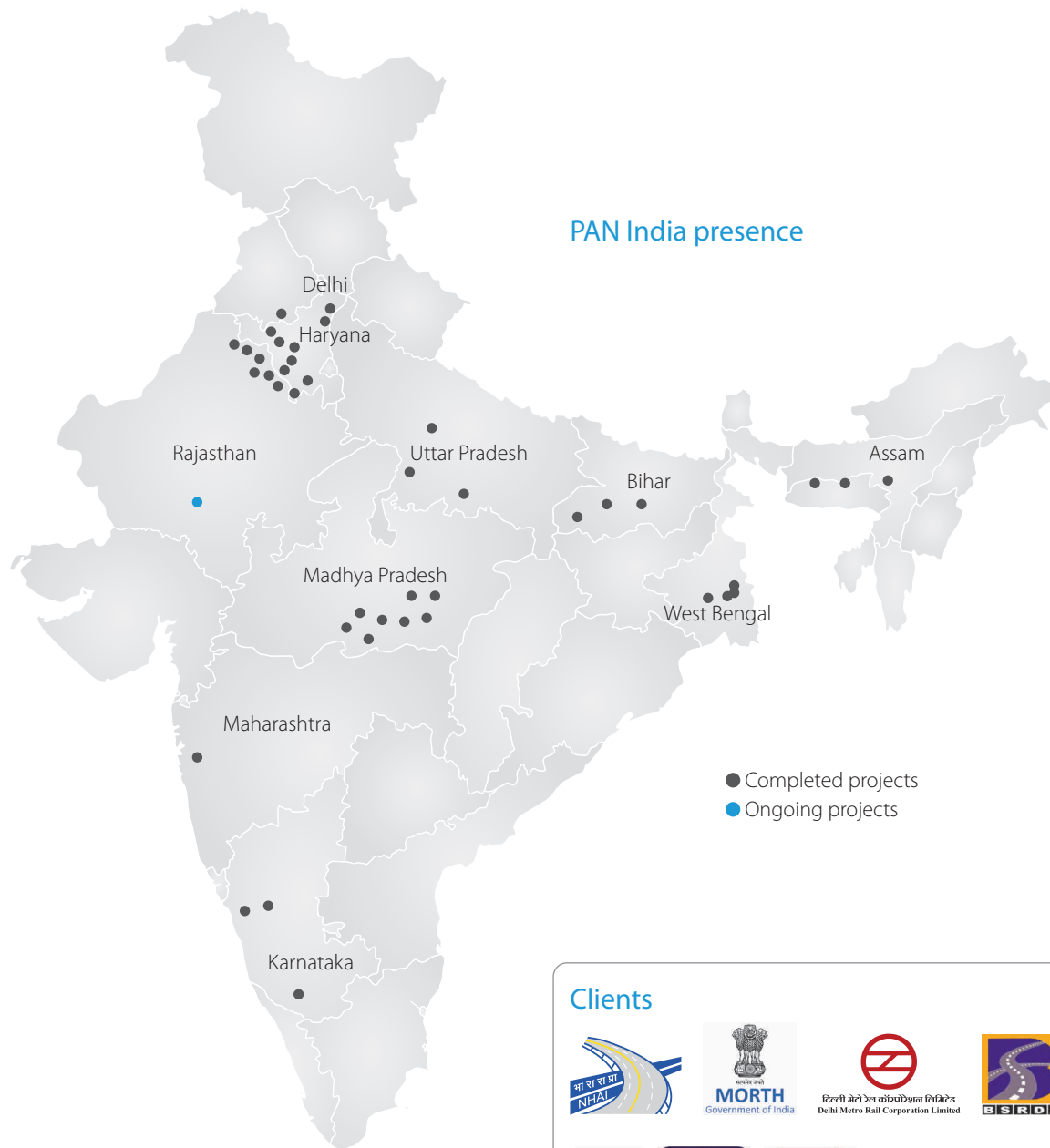
Building, housing and urban infrastructure construction

- MBL has executed projects of industrial and urban infrastructure development across the country.
- MBL has executed several housing/building projects pan-Indian as EPC contractor.

Railways/metro and other infrastructure-construction

- MBL has completed two RUBs at Narela and Badli and three ROB's at Sonapat and one at Faridabad.
- The Company has executed Metro Depot cum Work Shop at Kalindi Kunj, Delhi.

Geographical presence and Clients



Current Projects



Roads and highways infrastructure - construction projects:

Project name: Development and operation of Bikaner - Suratgarh Section of NH-62 (Km. 553/869 of NH-11 to Km. 173/000 of NH-62 (earlier NH-15) in the State of Rajasthan on DBFOT basis

Client: Ministry of Road Transports and Highways (through PWD, Rajasthan)

Amount in lakhs: ₹61,175 (Original scope of work completed. Change in scope of work of ₹2,348 in progress)

Roads and highways infrastructure -maintenance projects:

Project name: Maintenance of Bikaner - Suratgarh Section of NH62 (Km. 553/869 of NH-11 to Km. 173/000 of NH-62) in the State of Rajasthan

Client: Ministry of Road Transports and Highways

Amount in lakhs: ₹21,378

Project name: Maintenance of Waraseoni-Lalbarra Road in the state of Madhya Pradesh

Client: M.P.Road Development Corporation Ltd

Amount in lakhs: ₹1,023

BOT Projects

Particulars	Bikaner-Suratgarh	Waraseoni- Lalbarra Road
Type	Toll	Toll and annuity
Project cost	81,487	7,660
Economic interest	100%	100%
Concession period (years)	16	15
Toll start date	17 th February, 2019	3 rd August, 2015
Concession end date-Original	September, 2029	June, 2027
State	Rajasthan	Madhya Pradesh
Awarding authority	MoRTH (Through PWD Rajasthan)	MPRDC

Our robust business model



India's road sector is a challenging segment of India's infrastructure sector, marked by high mortality at one end and the prospect of sizable cash flows at the other.

The variables of the business – debt mobilisation costs, land acquisition, clean land titles, capital intensity, equipment ownership, project funding, terrain management and labour mobilisation – are challenging and warrant operational discipline.

At MBL Infrastructure, our operating discipline comprises the following elements.

Vision

In a sector marked by growing scale, the Company has focused on reliability and dependability for its stakeholders.

Business quality

The Company focuses on good business, defined by the ability to engage in prominent projects for credible customers that generate periodic cash flows around attractive profitability.

Revenue mix

The Company is an infrastructure company engaged in the execution of civil engineering infrastructure projects: Roads and highways (construction, BOT, O&M), building, housing and urban infrastructure, railways/metro and other infrastructure.

Recall

The Company's respect has been derived from its proficiency in challenging projects and completion of all commissioned projects. The Company is a preferred service provider; this positioning has translated into relatively low competition among companies of its size.

Customers

The Company works on projects of credible government agencies (NHAI and MORTH) that have in turn attracted large international funding agencies.

Balance Sheet-driven

The Company will grow the business only to the extent that the Balance Sheet permits, margins, debt service capability and pre-qualification credentials.

Gearing

The Company in terms of the approved Resolution Plan will restrict its borrowings to the extent of availing non-fund-based facilities from the working capital consortium. The objective is to moderate gearing and grow the business through net worth. The Company seeks to strengthen credit rating and moderate debt cost.

Adjacency

The Company has selected to largely engage in EPC construction, HAM and OMT segments of the country's road infrastructure opportunity. The Company selects to sub-contract non-critical legs of its assignments, enhancing project turnaround and Balance Sheet efficiency.

The Company has extended to projects related to railways, civil, water irrigation, port and inland waterways.

Qualifications

MBL has witnessed a continuous growth in bid capacity and pre-qualification bidding capacity. With the completion of various public interest projects since the approved Resolution Plan, the pre-qualification capacity of MBL has increased.

The passion of MBL Infrastructure

Responding with speed to government policy



The project: MBL was awarded its first NHAI project in Rajasthan, 1999.

This project was the first North-South-East-West corridor allocated to a private contractor under Phase I. The Agra-Dholpur portion of NH-3 was to be four-laned as a part of the project.

The challenges: There were no precedents to draw on; the project involved the relocation of trees and utilities (electric poles and telephone lines); the quality standard was to be global; rework needed to be minimised.

Counter-response: MBL imported the latest equipment (batch type hot mix plant, paving machine, kerb casting machine and motor graders), recruited prominent civil engineers and experts, invested in on-site mixtures testing coupled with final testing before project handover.

The result: MBL delivered on schedule and generated goodwill.

Project commencement date	29 th December, 1999
Scheduled completion date	28 th March, 2001
Actual completion date	28 th March, 2001
Work area	41 to 51 km of the Agra-Dholpur section of NH-3 in Rajasthan
Completed contract value	₹2,052 lakhs

Responding with a wider service bouquet



The project: MBL received its first road maintenance contract from NHAI in 2002. The road stretch connected West Bengal and Jharkhand. The project included a road, culvert, bridge repairs and maintenance, lane markings, dividers, crash barriers, sign boards, zebra crossings and metal barriers.

The challenges: The Company was required to cultivate horticulture, ensure round-the-clock route patrol, vehicle breakdown and ambulance services, cleaning and toll collecting.

Counter-response: The Company imported equipment; it deployed route patrols, ambulance and breakdown vehicles.

The result: The successful project reinforced MBL's reputation as a reputable maintenance service provider.

Project commencement date	24 th April, 2002
Contract completion date	30 th April, 2003
Project type	Routine maintenance
Completed contract value	₹1,225.80 lakhs
Work area	KM 398.75 to 512.99 on NH-2 (now NH-19) of the Barwa Adda-Panagarh section, West Bengal and Jharkhand

Responding with strategic planning



The project: MBL received its first comprehensive urban road maintenance project in the National Capital Region in 2005

The challenges: The project comprised complete road maintenance as well as mechanised cleaning with cutting-edge sweeping devices. The Company was not permitted to disrupt traffic flow. The project entailed horticulture development and maintenance, road repairs, road markings, kerb and railing painting, signs, railings and delineators upkeep and 24x7 route patrols with facilities for security and subway cleaning.

Counter-response: MBL responded with a strategic plan and the engagement of skilled employees. The analysis of traffic patterns, identification of non-peak tenures and reduction of citizen discomfort were addressed. The Company deployed imported mechanised city sweepers.

The result: The successful project enhanced MBL's reputation as a trusted service provider.

Project commencement date	24 th August, 2005
Contract completion date	30 th September, 2009
Project type	Comprehensive maintenance
Work area	Ring Road and Outer Ring Road in the NCR, New Delhi
Completed contract value	₹3,511 lakhs

Responding with innovation



The project: MBL was awarded a challenging road building project connecting North Eastern states through the Jorabat Junction

The challenges: The primary challenge was that of the 19.1 kms to be built, 10 km were in challenging terrains. The Supreme Court imposed operating constraints in the Amchung wildlife region, where the 3.6-km section comprised 52 turns.

Counter-challenge: MBL deployed a technology to drill hard rocks using expanding mortar, eliminating the need to blow terrain within 10 km of the wildlife zone. The Company collaborated with local government entities. On-site equipment and personnel were deployed and quality control was supervised by an in-house laboratory and supervision consultant.

The result: MBL's reputation was enhanced by this challenging project implementation.

Status	Completed
Work area	Construction of four-lane highways of 19.105 km on Khanapara (Guwahati)-Jorabat-Sonapur Section of NH-37 which included two flyovers, two vehicular underpasses, one minor bridge, culverts and drainage
Completed contract value	₹22,667 Lakhs

Responding with technical expertise and experience



The project: MBL was awarded a Public-Private Partnership Project of Design-Build-Finance-Operate-Transfer (DBFOT) model. The Company was required to construct a two-lane, undivided roadway with paved shoulders and 3.4 km of rigid pavement - a length of 172.384 km.

The challenges: The challenges were extensive, comprising the building of three toll plazas, two cattle underpasses, one vehicular underpass, 22 bus bays, 3 truck lay-bys, 78 pipe culverts, 29 slab culverts and 1 railway over bridge. The rugged terrain and working temperatures were challenging.

Counter-response: MBL responded with technical expertise, adequate people deployment and engagement with the local community.

The result: Despite odds, the Company delivered successfully, reinforcing its respect as a specialised road developer.

Status	Original scope of work completed was ₹61,175 lakhs. Change in scope of work of ₹1,312 lakhs was completed. New change of scope work of ₹2,348 lakhs in progress.
Work area	Bikaner-Suratgarh section of NH-62 (earlier NH-15)
Total contract value (including change in the scope of work)	₹64,835 lakhs

Responsibility and MBL Infrastructure Ltd.



Overview

At MBL Infrastructure, responsibility is core to business sustainability.

We may be engaged in the business of infrastructure construction; however, fundamentally, we are engaged in the activity to enhance stakeholder trust.

We are engaged in a business where customers need to provide us contracts, employees need to work with us, vendors need to provide resources and capital equipment, lenders need to provide debt, shareholders need to provide net worth and communities need to facilitate our engagement in the areas of their presence.

As a result, trust is not peripheral to our business but integral to it.

Navigating the audit

The MBL Infrastructure Resolution Plan under IBC, 2016, was approved on 18.04.2018.

The brief terms of the Plan comprise:

- Payment of CIRP cost and workmen dues already paid
- Operational creditors to be paid in three years from the implementation of the plan
- Statutory dues to be paid in three years commencing from three years from the implementation of plan
- Banks
 - Cash credit facility @ one-year MCLR of SBI plus spread of 0.70% p.a aggregating to ₹37.38 crores
 - Working capital term loan @ one-year MCLR of SBI plus spread of 0.70% p.a. aggregating to ₹37.38 crores
 - Issuance of 0.10% Secured Non-convertible debentures (NCDs) aggregating to ₹880.85 crores redeemable in 39 unequated instalments (at a premium of 10% at the time of final redemption)
 - External Commercial Borrowings be restructured to be paid in 39 unequated instalments @ one-year MCLR of SBI plus spread of 0.70% p.a. in Indian rupees. Term loans from NBFC lenders to be restructured to be paid in 39 unequated installments @ one-year MCLR of SBI plus spread of 0.70% p.a.



- Payment of liquidation value to the dissenting financial creditors on priority. NCDs aggregating to ₹880.85 crores issued to assenting banks repayable in 39 unequated quarterly instalments with coupon rate of 0.10% p.a. and to be redeemed at premium of 10% of the face value at the end of the tenure. NCDs to be reissued, after reconciliation, in demat form on execution of working capital documents by banks. In terms of the Resolution Plan contribution from the Promoters and entities forming part of Promoters Group will be ₹128.19 crores over a period of three years. The Promoters infused ₹63.30 crores (₹40.10 crores fresh induction and ₹23.19 crores out of existing dues).

Working with discipline

We believe that at the heart of our ESG commitment lies an operating discipline. This discipline has been drawn from learnings from the earlier years.

One, the Company understands the value of measured and controlled expansion as opposed to unrestrained growth. In light of this, the Company's operational plan will be built around responsible growth that does not strain the Balance Sheet or talent. The Company anticipates revenue

growth year-on-year, which should allow it to expand without significantly increasing debt.

Two, the Company will bid for projects around an EBITDA margin that will stop the Company from prioritising sales growth above profit growth; instead, this strategy will guarantee that the Company's expansion remains profitable and that it has sufficient liquidity - the basis of its sustainability.

Three, the Company will be availing non-fund based limits from the working capital consortium in terms of the approved Resolution Plan.

Four, the Company will operate in areas of core (or adjacent) competence. The Company will only bid for and start projects compatible with its Balance Sheet size or managerial bandwidth; A clarity between the head and tail will improve control and data-driven accountability.

Five, the Company will submit bids for projects supported by reputable multilateral funding agencies or reliable government agencies. Timely construction will produce cash flows depending on milestones. In an effort to be prudent, the Company will concentrate on initiatives

and segments unaffected by funds retention that may impair cash flows.

Five, the Company commits to transparent financial information, displaying credit ratings that enhance lender trust and eliminating auditor qualifications in our accounts.

Six, the Company will deepen its long-term business approach, marked by prudent investments in resources, technologies, personnel and clients. The Company will seek to arrive at a balance of tactical conservatism and strategic boldness.

Seven, the promoter will be hands-on across operations, offering a dependable face to stakeholders.

The Company is committed to responsibility. A responsible commitment will be intrinsic; the environment commitment will be centered around the utilisation of ecologically friendly resources, reducing carbon footprint through optimal design, recycling trash, consuming moderated fossil fuels and embracing counter-climate change. The social component will make investments in connections with vendors and customers, organisational culture and civic responsibility.

Governance

MBL: Rebuilding around a governance foundation



Board of Directors' meeting in progress on 29th May, 2023

Overview

The word governance has emerged as a litmus test being used by analysts, opinion makers, governance agencies, media, communities and bankers to appraise the quality of corporate managements.

At MBL, we believe that governance leads to stakeholder trust that enhances competitiveness and sustainability. The governance essence is being deepened, reinforcing our presence as a responsible corporate citizen.

Governance

Structure and oversight

- Board with strong independence
- Business Responsibility Policy
- Audit Committee with three out of four members being Independent Directors

Board composition

- Four Independent Directors, enhancing independence
- One promoter Director
- One professional Executive Director

Audit discipline

- Appointment of a reputed auditor
- Ongoing audit discipline
- High transparency and documentation standards

Cash flow visibility

- Cash flows monitored by a central pool account at SBI
- Focus on growing the business with net worth
- Discipline in capital allocation – no unrelated spending

Business focus

- Focus on infrastructure building (roads/ non-roads) and maintenance (roads)
- Large focus on road building projects
- Divestment of BOT assets; focus on construction without ownership

Bidding discipline

- Bid for projects designed to generate decent EBITDA
- Projects to generate optimum PAT margin
- Focus on building a better business (not necessarily a bigger business)

Transparency and reporting

- No hidden liabilities
- Extensive write-offs in Consolidated accounts
- Related party transactions at arms length

Code and values

- Code of Conduct
- Whistleblower policy
- Anti-bribery and anti-slavery policy
- Remuneration policy
- Corporate-Environment-Health- and-Safety Policy
- ESG commitment
- Employee care and fairness
- Prevention of Sexual Harassment
- Code of Practices for Fair Disclosure
- Code of Internal Procedures and Conduct for Insider Trading

Risk Management

The Company has implemented a robust risk management framework to identify and mitigate operational and business risks. The senior management and risk management committee regularly review

major risk areas. Comprehensive policies and procedures are in place to identify, mitigate and monitor risks at various levels. The Company conducts a comprehensive risk review through an external agency,

which provides recommendations to the Board on risk management strategies and possible controls.

Risk Management framework

<p>Strategic risk</p> <p>A limited business strategy could affect the Company's ability to capitalise on opportunities in a growing market.</p>	<p>Mitigation: Our company has accumulated extensive experience in construction through EPC/BOT projects. We have a team of executives who closely monitor industry developments, enabling us to take advantage of emerging opportunities. While our primary focus remains on roads and highways, we have diversified our portfolio to mitigate risks associated with an excessive concentration in the road sector. Our Company has expanded into areas such as railways, urban infrastructure and industrial infrastructure.</p>
<p>Competition risk</p> <p>More opportunities have attracted numerous mid-sized players in the infrastructure sector. Increased competition could threaten the Company's growth ambition.</p>	<p>Mitigation: Smaller road and highway projects have relatively lower entry barriers compared to larger projects, where the number of players is limited. Our company has established a strong reputation as a dependable partner for new projects and our expertise in executing large-scale projects across the entire country has positioned us as one of India's leading road developers.</p>
<p>Financial risk</p> <p>Inadequate financial management might result in the Company's inability to secure funding for projects and to control cost might affect profitability.</p>	<p>Mitigation: Our company has an extensive experience in the infrastructure sector and has implemented robust financial management protocols to ensure that productivity and project costs are effectively managed.</p> <p>The Resolution Plan of the Company under the Insolvency and Bankruptcy Code, 2016 (IBC, 2016), was approved by the Hon'ble National Company Law Tribunal (NCLT), Kolkata, by its order dated 18th April, 2018. Subsequently, appeals filed by certain banks were dismissed by the Hon'ble National Company Law Appellate Tribunal (NCLAT) by its order dated 16th August, 2019, as they were found to lack merit. Furthermore, the Hon'ble Supreme Court, by its order dated 18th January, 2022, disposed of civil appeal no. 8411 of 2019, which was filed by one of the dissenting banks against the Hon'ble NCLAT order dated 16th August, 2019. As a result, the Resolution Plan has now attained finality.</p>
<p>Execution risk</p> <p>Inability to secure projects and successfully execute large projects within project timelines could lead to stalled projects and stuck funds.</p>	<p>Mitigation: We consistently pursue projects that fall within our core competence, enabling us to leverage our technical expertise and ensure timely project execution. In addition, our company possesses specialised divisions dedicated to bitumen, concrete, equipment and quarry operations.</p>

<p>Economic risk</p> <p>Any adverse change in governmental policy could affect the entire industry.</p>	<p>Mitigation: India has showcased remarkable growth and has emerged as the world's fastest-growing economy. The emphasis placed by the Central Government on infrastructure, including roads, has paved the way for a multitude of opportunities for MBL. Our company has demonstrated an innate capability to identify and seize opportunities across the entire infrastructure sector.</p>
<p>Industry risk</p> <p>A downturn in the road sector can potentially impact sustainability.</p>	<p>Mitigation: The road sector holds a position of high priority in India and the Central Government has introduced several initiatives and policy changes to stimulate growth in this area. Our company's involvement in all facets of infrastructure development greatly reduces the associated risks and vulnerabilities.</p>
<p>Input risk</p> <p>Availability of the right quality and quantity of resources (raw material and finances) is critical for the timely completion of infrastructure projects. Besides, cost escalation could affect profitability.</p>	<p>Mitigation: Instead of sub-contracting core infrastructure assignments, we maintain direct control over our projects. This allows us to accurately determine the timing and quantity of materials required and we procure key raw materials such as steel and cement directly from renowned manufacturers to ensure timely access. The majority of our contracts include input escalation clauses that safeguard profitability.</p>
<p>Manpower risk</p> <p>Since people represent the most valuable asset in the business, any attrition could lead to a valuable loss of competitive edge. Recruitment and retention of specialised professionals is an industry wide challenge.</p>	<p>Mitigation: We foster a friendly and relaxed working environment, where authority is delegated at all levels through a well-defined system of work scope, responsibility and reporting structure. This approach enables the cultivation of leaders throughout our organisation's structure. We provide competitive remuneration to our employees, aligned with industry standards and prioritise comprehensive training programs that cover both functional and attitudinal aspects. Our company maintains a low attrition rate</p>
<p>Quality risk</p> <p>For an Infrastructure Company, product quality needs to withstand the test of time. Any failure could effectively invite negative publicity affecting the Company's prospects.</p>	<p>Mitigation: The Company sources raw materials exclusively from reputable brands such as SAIL, TISCO, RINL, Ultratech, ACC, IOCL, HPCL, BPCL and others, which effectively minimises risks. We maintain in-house laboratories and employ skilled engineers to conduct quality checks throughout the project. Regular work-in-progress inspections are conducted during the execution phase and the Company possesses its own divisions dedicated to quarrying, mining, concrete and bituminous operations. Additionally, our team of engineering professionals ensures the quality execution of projects. Following project completion, thorough checks are conducted to verify the finished product's quality before handing it over to clients.</p>

Corporate Information

BOARD OF DIRECTORS

Anjaneer Kumar Lakhota
DIN: 00357695
Chairman & Managing Director

Ashwini Kumar Singh
DIN: 00365901
Independent Director

Sunita Palita
DIN: 03612793
Independent Director

Ranjit Datta
DIN: 07121651
Independent Director

Ram Dayal Modi
DIN 03047117
Independent Director

Surender Aggarwal
DIN: 07272927
Executive Director

CHIEF FINANCIAL OFFICER

Darshan Singh Negi

COMPANY SECRETARY & COMPLIANCE OFFICER

Anubhav Maheshwari

STATUTORY AUDITORS

M/s SARC & Associates
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
Noble Heights, 1st Floor, Plot No. NH 2,
LSC, C-1 Block, Near Savitri Market,
Janakpuri, New Delhi-110058

REGISTERED & CORPORATE OFFICE

Bani Corporate One Tower
Suite No. 308, 3rd Floor, , Jasola,
Plot No. 5, Commercial Centre,
Jasola, New Delhi-110025
Phone: 011-4859 3300, Fax:011-4859 3320
E-mail: delhi@mblinfra.com; cs@mblinfra.com
CIN: L27019DL1995PLC338407

BANKERS

State Bank of India
Punjab National Bank
Union Bank of India
Bank of Maharashtra
Bank of Baroda
Indian Overseas Bank
Punjab National Bank (International) Ltd.
Union Bank of India (UK) Ltd.

Board of Directors



From left (standing): Mr. Surender Aggarwal, Ms. Sunita Palita and Mr. Ranjit Datta.

From left (sitting): Mr. Ram Dayal Modi, Mr. Anjaneer Kumar Lakhota and Mr. Ashwini Kumar Singh

Directors' Report

Dear Members,

The Board of Directors is pleased to present the Twenty Eighth Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2023.

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	Year ended		Year ended	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Total Income	21,256	16,148	30,095	26,047
Earnings Before Interest, Taxes and Depreciation	1,460	1,837	5,461	4,781
Less : Interest & Finance Charges	271	32	3,321	3,568
Less : Depreciation	638	1,099	7,215	6,712
Profit Before Tax	551	706	(5,075)	(5,499)
Less: Provision for Tax (Current & Deferred)	(29)	(5,653)	(23)	(5,512)
Profit After Tax	580	6,359	(5,052)	13
Balance carried to Balance Sheet	588	6,360	(5,043)	15

State of the Company's affairs

Resolution Plan of the Company under the Insolvency & Bankruptcy Code, 2016 (IBC, 2016) was approved by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata by its order dated 18th April, 2018. The appeals filed by some of the banks were dismissed by the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by its order dated 16th August, 2019 finding them without any merit. The Hon'ble Supreme Court by its order dated 18th January, 2022 had disposed of the civil appeal no. 8411 of 2019 filed by one of the dissenting banks against the Hon'ble NCLAT order dated 16th August, 2019. The Resolution Plan has accordingly attained finality.

Promoters and entities forming part of Promoter Group have contributed ₹6,330 lakhs (₹4,011.00 lakhs fresh induction and ₹2,319.00 lakhs out of existing dues) in terms of the approved Resolution Plan. The Company has successfully completed/handed over/ received completion certificates for the following public interest projects since the approval of the Resolution Plan:

1. Development & Operation of Bikaner-Suratgarh Section of NH-62 (Km. 553/869 of NH-11 to Km.173/000 of NH-62) in the State of Rajasthan on DBFOT basis for Ministry of Road Transport & Highways through PWD, Rajasthan. (PCOD-166.415 kms).
2. Widening & Strengthening of existing National Highway from 2 Lane to 4 Lane from Km 183.000 to 163.895 of Sonapur to Guwahati Section of NH-115 (earlier NH-37 in the State of Assam on EW-II under program of NHDP Package AS-03) for National Highways Authority of India.
3. Improvement / Upgradation of roads and bridges of Shivganj-Rafiganj-Goh-Uphara-Devkund-Baidrabad Road (SH-68), Package-1 for Bihar State Road Development Corporation Ltd.
4. Rehabilitation and up gradation of Pundibari to Baxirhat section of NH-10 (earlier NH-31) from Km 770.00 to 816.00 of NH-31 in the State of West Bengal to two lanes with paved shoulders under NHDP-IV on EPC basis for Ministry of Road Transport & Highways. (In JV with ABCI)
5. Construction of residential accommodation for NHAI Staff at Dwarka, New Delhi for National Highways Authority of India.
6. Construction of two lane Railway Over bridge at Sonapat Purkhas Moi Road at Level Crossing No. 29 on Delhi Ambala Railway Line in Sonapat Distt, Haryana for Haryana State Roads and Bridges Development Corporation Ltd.
7. Construction of 96 flats (Basement + Ground + 12 storey) Tulsi Tower I/C Internal W/S, S/F, Internal Electrification works, Development work at Tulsi Nagar, Bhopal, Madhya Pradesh for Madhya Pradesh Housing & Infrastructure Development Board.
8. Construction of Police Line & Residential Quarters at Kondli Check Post, Delhi for Ministry of Home Affairs, Delhi Police through RITES Ltd.
9. Redevelopment of Police Colony Delhi Cantt, Delhi for Ministry of Home Affairs, Delhi Police through RITES Ltd.
10. Construction of 222 flats (Basement +Ground +10 storey) at Keelandev, Bhopal for Madhya Pradesh Housing & Infrastructure Development Board.

11. Construction of various buildings i/c residences of National Law University in Rajiv Gandhi Education City at Rai in Sonapat District, Haryana for PWD (B & R), Haryana

The qualification/bidding capacity of the Company has substantially increased with completion /handing over of these projects. Bank Guarantees of ₹204.19 crores have been released duly discharged by the clients as against Bank Guarantees of ₹210.51 crores outstanding as on 18.04.2018 (except the Bank Guarantees encashment of which was already accounted for in the approved Resolution Plan).

The commercial operations of toll collections for 172.384 kms of the BOT project at Suratgarh-Bikaner Section of NH-62 in the state of Rajasthan was commenced by Suratgarh Bikaner Toll Road Pvt Ltd., 100% owned subsidiary of the Company since 17.02.2019. At present, toll collections for 166.415 kms is being collected. During the period under review, construction of additional length of 3.851 km was completed. The toll collection for the additional length will start after receiving the completion certificate and tolling approvals from the authority, which is under consideration and is expected to be received in FY 2023-24. Ministry of Road Transport and Highways has awarded new order by way of change in scope of work to Suratgarh Bikaner Toll Road Company Pvt Ltd, which is being executed by the Company for work value of ₹2,348 lakhs on EPC basis and is expected to be completed in FY 2023-24.

The total income of the Company during the FY 2022- 23 was ₹21,256 lakhs on standalone basis and ₹30,095 lakhs on consolidation basis as against ₹16,148 lakhs on standalone basis and ₹26,047 lakhs on consolidation basis during FY 2021-22. The Company had profit after tax of ₹580 lakhs on standalone basis and loss of ₹5,052 lakhs on consolidation basis during FY 2022-23 as against profit of ₹6,359 lakhs on standalone basis and profit of ₹13 lakhs on consolidation basis during FY 2021-22.

Hon'ble NCLAT vide order and judgement dated 23.05.2023 has dismissed the appeal filed by one of the banks against Hon'ble NCLT, Kolkata order dated 11.03.2022 and has directed all stakeholders to carry out all their obligations for implementation of the approved Resolution Plan under IBC, 2016. Hon'ble NCLT by its order dated 11.03.2022 had directed working capital consortium to take necessary steps for implementation of approved Resolution Plan and the period from 18.04.2018 till 18.01.2022 when the Hon'ble Supreme Court passed the order & judgement dated 18.01.2022 be formally excluded from the calculation of the period of implementation of the Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of the Resolution Plan.

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 by Banks. The Banks are yet to implement the approved Resolution Plan and therefore interest etc. have not accrued to them. Accordingly, no provision for interest amounting

to ₹612 lakhs and ₹2,302 lakhs (31st March, 2022; ₹385 lakhs and ₹385 lakhs) has been made for year ended 31st March, 2023. The ageing of the borrowings has been taken as per Hon'ble NCLT/ NCLAT order and may undergo changes after implementation of the Plan.

On account of cost over-run arising due to client responsibility delays, client's suspension/ termination of projects, deviation in design, change in scope of work, etc. significant amounts have been withheld. The Company is perusing its receivables and have taken all steps including arbitration proceedings and has been successful in winning some arbitration awards.

There are lot of opportunities in the core competency area of the Company. With impetus of the government on infrastructure sector, the Company is poised for growth trajectory and the level of operations is expected to increase substantially after the documentation by the banks.

Changes in the Nature of Business, if any

There has been no change in the nature of business of the Company during the FY 2022-23. The change in name of the Company after the approval of the shareholders in the Annual General Meeting held on 30.07.2022, was approved by Registrar of Companies, Delhi and it had issued fresh certificate of incorporation dated 31.08.2022 pursuant to change in name of the Company.

Changes in Share Capital

During the period under review, there has been no change in the authorised and paid up share capital of the Company.

Non-Convertible Debentures

In terms of the approved Resolution Plan, the Company had issued 0.10 % p.a. Secured Non-Convertible Debentures aggregating to ₹88,085 lakhs on 30th April, 2018 to the working capital banks who had voted in favour of approved Resolution plan. These debentures will be reissued after reconciliation in demat form on the execution documents by the Banks. The aforesaid debentures are redeemable in terms of the approved Resolution Plan in 39 unequated quarterly installments.

The approved Resolution Plan has not been implemented by the working capital banks and as such repayment obligations has not started and the requirement of making deposits /investments equivalent to 15% of the non-convertible debentures maturing during the FY 2023-24 or at 31st March, 2024 cannot be ascertained. The Company will comply with the requirement as and when the approved resolution plan is implemented by the banks.

The Company has made provisions for payment of liquidation value to dissenting financial creditors in terms of the approved Resolution Plan and will be paid in priority on documentation by the working capital banks before any recovery is made by assenting financial creditors.

Transfer to Reserves

During the period under review, no amount is to be transferred to General Reserve.

Dividend

The Directors do not recommend any dividend for the year.

Management Discussion and Analysis Report

Management Discussion and Analysis Report is enclosed as **Annexure-A** and forms an integral part of this Annual Report.

Material Changes and Commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the Report

Other than as stated elsewhere in this report, there are no material changes and commitments affecting the Financial Position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the Report.

Annual Return

The Annual Return of the Company as on 31st March, 2023 is available on the Company's website and can be accessed at weblink: https://www.mblinfra.com/uploadimages/pdf/pdf_1686826448.pdf

The Company has complied with the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") relating to Corporate Governance Report ("CGR").

A section titled "Corporate Governance Report" along with the Practicing Company Secretary Certificate on Corporate Governance pursuant to requirement of Regulation 34 read with Para C of Schedule V of the Listing Regulations confirming compliance with the conditions of the Corporate Governance is annexed as **Annexure-B** and forms integral part of this Report. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Board Meetings

During the year 4 (four) Board Meetings were convened and held, details of which are provided in enclosed Corporate Governance Report. Directors participated in the meetings of the Board and Committees held in person/ through video conferencing/ other audio visual means. The intervening gap between the meetings was within the period prescribed under the Act and LODR.

Independent Directors Declaration

The Company has received declarations from Mr. Ashwini Kumar Singh, Ms. Sunita Palita, Mr. Ranjit Datta and Mr. Ram Dayal Modi,

Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of LODR. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. There has been no change in the circumstances affecting their status as independent directors of the Company and they are not aware of any circumstances or situation that could impair or impact their ability to discharge their duties with an objective independent judgement and without external influence.

Board Evaluation

The Board, in terms of the policy devised by Nomination & Remuneration Committee and pursuant to the provisions of the Act and LODR, has carried out an annual performance evaluation of its own as well as its committees and individual directors. The manner in which the evaluation has been carried out is stated in the enclosed CGR.

Directors & Key Managerial Personnel

The shareholders in the Annual General Meeting held on 29.08.2018 had approved re-appointment of Mr. Anjaneer Kumar Lakhota as Managing Director of the Company for a period of 5 years w.e.f. 26th May, 2019. On the recommendation of the Nomination & Remuneration Committee and subject to approval of the shareholders in the ensuing annual general meeting, the Board in its meeting held on 29th May, 2023 approved re-appointment of Mr. Anjaneer Kumar Lakhota as Managing Director of the Company w.e.f. 26th May, 2024 for a further period of 5 years, liable to retire by rotation. Necessary consent from Mr. Anjaneer Kumar Lakhota to act as Managing Director of the Company, if appointed, and declaration that he is not disqualified to act as a director has been received. The Board is of opinion that his re-appointment is appropriate and in the best interest of the Company.

The shareholders in the Annual General Meeting ('AGM') held on 30th July, 2022 approved re-appointment of Mr. Surender Aggarwal as a Whole Time Director/Executive Director upto 30.09.2023. On the recommendation of the Nomination & Remuneration Committee and subject to approval of the shareholders in the ensuing AGM, the Board in its meeting held on 29.05.2023, approved re-appointment of Mr. Surender Aggarwal as Whole-time Director/Executive Director of the Company w.e.f. 1.10.2023 upto 30.09.2024, liable to retire by rotation. Necessary consent from Mr. Surender Aggarwal to act as Whole-time Director of the Company, if appointed, and declaration that he is not disqualified to act as a director has been received. The Board is of opinion that his re-appointment is appropriate and in the best interest of the Company.

Mr. Surender Aggarwal is liable to retire by rotation at the ensuing AGM and being eligible offers himself for reappointment. The brief resume/profile of Mr. Anjaneer Kumar Lakhota and of Mr Surender Aggarwal is attached with Notice for the ensuing AGM.

Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Anjanee Kumar Lakhotia, Chairman & Managing Director, Mr. Surender Aggarwal, Executive Director, Mr. Darshan Singh Negi, Chief Financial Officer and Mr. Anubhav Maheshwari, Company Secretary and Compliance Officer.

Directors' Responsibility Statement

The Directors hereby confirm that:

- in the preparation of the annual accounts for the year ended 31st March, 2023, the applicable accounting standards had been followed along with proper explanations, wherever required;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profit of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls were adequate and operating effectively; and
- they have proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Corporate Social Responsibility (CSR)

The CSR policy of the Company is in accordance with the requirement of the Companies (CSR policy) Rules, 2014 and is available on the

Company's website at https://www.mblinfra.com/uploadimages/pdf/pdf_1684306419.pdf. The expenditure on activities undertaken are in accordance to schedule VII of the Act.

The Annual Report on the CSR activities is enclosed as **Annexure-C** and forms integral part of this Report.

Performance of Subsidiary Companies

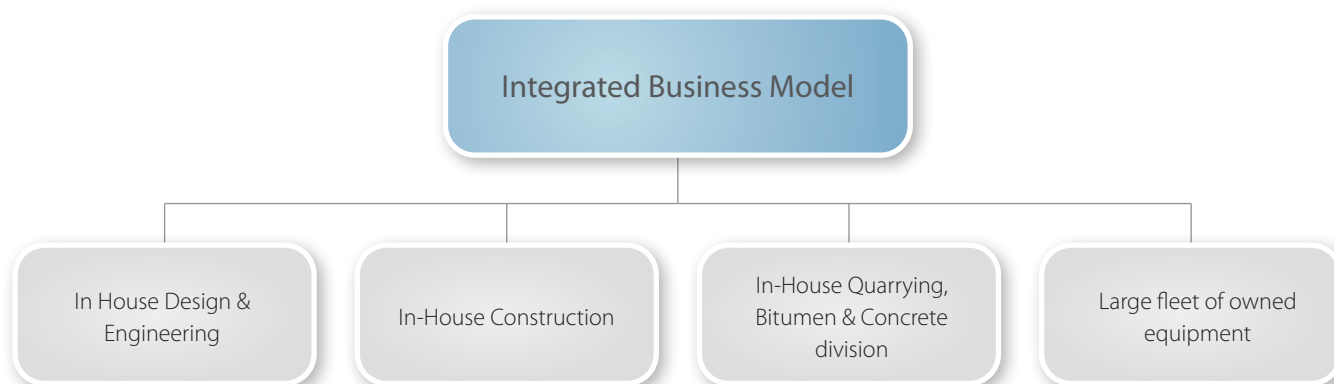
The contribution of the Subsidiary Companies to the overall performance of the Company is given as note 49 of the consolidated Financial Statement. Pursuant to Section 129(3) of the Act and Ind AS-110 issued by the ICAI consolidated financial statements includes financial statement of subsidiary companies. The statement containing salient features of the financial statement of the subsidiary companies is enclosed as **Annexure-D** and forms integral part of the Report. During the period the name of MBL (Udaipur bypass) Road Ltd has been struck off and application for MBL (Haldia) Toll Road Company Ltd is under process with MCA as they have no business.

Suratgarh Bikaner Toll Road Company Pvt. Ltd. is a material subsidiary of the Company as per thresholds laid down under Listing Regulations. The Board of Directors of the Company has approved a policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The policy has been uploaded on website of the Company at weblink https://www.mblinfra.com/uploadimages/pdf/pdf_1684306201.pdf.

The Audited accounts of each subsidiary is placed on the website of the Company www.mblinfra.com and copy of separate financial statement in respect of each subsidiary shall be provided to any shareholder of the Company.

During the year, the Board of Directors reviewed the affairs of the Subsidiary Companies. Summary of the BOT projects undertaken by the Company through its subsidiary companies is as under:

Project	SPV/Subsidiary companies	Type	Current Status
Development & Operation of Bikaner– Suratgarh Section of NH – 15 in the State of Rajasthan	Suratgarh Bikaner Toll Road Company Private Limited	Toll	Operational (PCOD 166.415 km)
Strengthening, Widening, Maintaining and Operating of 18.303 kms Waraseoni- Lalbarra Road in the state of Madhya Pradesh	MBL (MP) Toll Road Company Limited	Toll + Annuity	Operational



Auditors

Statutory Auditors

M/s SARC & Associates, Chartered Accountants, (Firm Registration No . 006085N) were re-appointed as Statutory Auditors of the Company in the AGM held on 30th July, 2022 for a further period of 5 (Five) consecutive years till the Annual General Meeting to be held in the calendar year 2027, at such remuneration mutually agreed and approved by the Board.

The Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and hold a valid certificate issued by Peer Review Board of the ICAI.

The Auditors report does not contain any qualifications, reservations and adverse remarks or disclaimer. The note on financial statements referred to Auditors Report are self- explanatory and do not call for further comments. There has been no fraud reported by the Statutory Auditors during the period. The Auditors attended the previous AGM of the Company

Secretarial Auditors

The Secretarial Audit was conducted by M/s Mehak Gupta & Associates, Practicing Company Secretary for the FY 2022-23. The Secretarial Audit Report is enclosed as **Annexure-E** and forms integral part of the Directors Report. The Secretarial Audit Report does not contain any reservations or remarks or disclaimers except for delay in submission for filing of Related Party transactions for the half year ended 31st March, 2022. The Company had made submissions to NSE & BSE that the said filing was within the stipulated period and the time line for compliance of Regulation has to be read separately and cannot be inter-link or connected with any other regulation as is the case of the Company. Since no reply was received from the exchanges, the Company has paid fine under protest with a request that an opportunity be provided to it for making submissions/representation before the relevant Committee. Further reply from Exchanges is awaited. There has been no fraud reported by the Secretarial Auditor during the period.

The Board of Directors of the Company on the recommendation of the Audit Committee has appointed M/s Mehak Gupta & Associates, Practicing Company Secretary to conduct Secretarial Audit of the Company for the FY 2023-24.

Pursuant to Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, issued by SEBI, the Company has also obtained Annual Secretarial Compliance Report from M/s. Anjali Yadav & Associates, Practicing Company Secretaries, on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder and the copy of the same has been submitted with the Stock Exchanges within the prescribed due date.

The Secretarial Audit Report of Kuldeep Dahiya & Associates, Practicing Company Secretary, for material unlisted company is enclosed as **Annexure-F**. The Secretarial Audit report does not contain any reservation or adverse remarks or disclaimers. There has been no fraud reported by the Secretarial Auditor during the period.

Cost Auditors

As per the requirements of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, company is required to maintain cost records and accordingly such accounts are made and maintained every year. The Board of Directors on the recommendation of Audit Committee has appointed M/s Dipak Lal & Associates, Cost Accountant as Cost Auditors of the Company for the Financial Year ending 2023-24 at a remuneration of ₹35,000/- (Rupees Thirty five thousand only) plus applicable taxes and reimbursement of out of pocket expenses, subject to ratification by members in the ensuing AGM.

The Cost Audit report for FY 2021-22 does not contain any qualification or reservation or adverse remark or disclaimer. There has been no fraud reported by the Cost Auditor during the year.

Particulars of Loans, Guarantees or Investments

Details of loans, guarantees or investments made under Section 186 of the Act are given in the note to the financial statements.

Particulars of Contract or Arrangements with Related Parties

The Company related party transactions ("RPT") are with its Subsidiary Companies, Special Purpose Vehicles, Associate Companies, Joint Ventures/Enterprise-Participation, which are entered for synergy of operation, long-term sector environment strategy, legal requirements, liquidity and capital requirement of Subsidiary Companies, Associate Companies, Joint Venture/Enterprise Participation.

All contracts/arrangements/transactions entered by the Company with related parties for the year under review were on arm's length basis and in the ordinary course of business. Hence, disclosure in form AOC-2 under the Act read with the rules made therein is not required. The Company has not entered into any contract/arrangement/ transaction which would be considered as material in accordance with the policy of the Company on the materiality of the related party transaction. The details of RPT transactions forms part of the notes to audited financial statements.

None of the transaction with any related parties were in conflict with the Company interest.

The policy on Related Party Transactions as approved by the Board may be accessed on the weblink https://www.mblinfra.com/uploadimages/pdf/pdf_1684306279.pdf.

Significant and Material Orders

The civil appeal filed against the Hon'ble NCLAT order dated 16.08.2019 was dismissed by Hon'ble Supreme Court by order dated 18.01.2022 whereby the Hon'ble Supreme Court has, inter alia, upheld the Resolution Plan. The Resolution Plan has attained finality with the dismissal of the civil appeal by Hon'ble Supreme Court. Hon'ble NCLAT vide order & Judgement dated 23.05.2023 has dismissed the appeal filed by one of the banks against Hon'ble NCLT, Kolkata order dated 11.03.2022 and has directed all stakeholders to carry out all their obligations for implementation of the approved Resolution Plan under IBC, 2016. Hon'ble NCLT by its order dated 11.03.2022 had directed working capital consortium to take necessary steps for implementation of approved Resolution Plan and the period from 18.04.2018 till 18.01.2022 when the Hon'ble Supreme Court passed the order & judgement dated 18.01.2022 be formally excluded from the calculation of the period of implementation of the Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of the Resolution Plan.

There are no other significant and material orders passed during the year by the regulators, courts or tribunals impacting the going concern status and Company's operations in the future.

Further the members' attention is drawn to the notes forming part of Financial Statements including statement of contingent liabilities and commitments.

Details of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo:

i) Conservation of energy is an ongoing process in the Company's activities. As the core activities of the Company are not energy intensive activity, no information is to be furnished regarding conservation of energy.

ii) The Company had not undertaken any research and development activity for any manufacturing activity nor was any specific technology obtained from any external sources, which needs to be absorbed or adapted.

iii) During the period under review, the Company has not made any expenditure nor made any earnings in foreign currency.

Risk Management

The Company has a mechanism in place to inform Board Members about the risk assessment and minimisation procedures. The Company has in place Risk Management Policy and Risk Manual which helps in framing, implementing and monitoring the risk management plan of the Company. The details of the identification of the various risk associated with the business of the Company which in the opinion of the Board may threaten existence of the Company is detailed in the Annual Report.

Committees of Board

The Board of Directors have the following committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

Apart from above, the Board has two (non-statutory) committees namely Banking Committee and Management Committee.

The composition, terms of reference and number of meetings of the Committees during the period under review is covered in the enclosed CGR.

Particulars of the Employees

During the period under review no employee was paid remuneration in excess of the limit specified under Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014. Disclosure pursuant to Section 197(12) of the Act forms part of Report. The Reports and Accounts are being sent to Members and other entitled thereto, excluding the information on employee's particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on any working day. If any member is interested in obtaining a copy thereof, such member may write to Company Secretary in this regard.

Remuneration Policy

The Company has in place Remuneration Policy for Directors, Key Managerial Personnel and Senior Management Personnel to align with the requirement of the Act and LODR. The brief particulars of the remuneration policy are stated in the enclosed CGR and is available on the website of the Company at weblink https://www.mblinfra.com/uploadimages/pdf/pdf_1684306398.pdf. There has been no changes in the policy during the year.

Statement in respect of Adequacy of Internal Financial Controls with Reference to the Financial Statements

The purpose of the internal control is to prevent risk arising in course of operations by adopting appropriate controls and process, especially with regard to conformity with the laws, compliance with the strategy, the quality of accounting and reporting, and the quality of process and protection of assets amongst others.

Your Company has an effective internal control system commensurate to its size, scale and complexities of its operations. The Company has in-house Internal Audit Department comprising of professional executives. The Internal Audit Department has conducted the Internal Audit in line with the scope formulated, functioning, periodicity and methodology agreed with the Audit Committee. The Internal Audit Department monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems and accounting procedures and policies adopted by it. Based on the reports of the internal audit, process owners undertake corrective action in their respective areas and thereby strengthening the controls. The Company has appointed consultants/professionals to conduct Cost Audit and Secretarial Audit and observations made, if any, are reviewed by the Management periodically and corrective actions, if required, are taken.

Place: New Delhi
Date: 29th May, 2023

Whistle Blower Policy/ Vigil Mechanism

The Company has in place Vigil Mechanism/ Whistle Blower Policy for director and employees to report genuine concerns. The policy is available on the website of the Company www.mblinfra.com and the brief particulars of the establishment of Vigil Mechanism is provided in the enclosed CGR.

Deposits

During the period under review, no deposits were accepted by the Company.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Your Company has in place a policy on Prevention of Sexual Harassment at workplace. This policy is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees, whether permanent, contractual, temporary and trainees are covered under this Policy. As per the said Policy, an Internal Complaints Committee is also in place to redress complaints received regarding sexual harassment. During the period under review, no complaint was pending neither any complaint was filed pertaining to Sexual Harassment Policy.

Acknowledgements

We convey our grateful appreciation for the valuable patronage and co-operation received and goodwill enjoyed by the Company from all the Stakeholders, its esteemed customers, shareholders, business associates, banks, financial institutions, Government authorities and other stakeholders.

We place on record our appreciation to the contribution made by the employees at all levels.

By Order of the Board
for **MBL Infrastructure Ltd.**

Anjaneer Kumar Lakhoria
Chairman & Managing Director

Annexure - A

Management Discussion and Analysis



Indian economy

Overview

Even as the global conflict remained geographically distant from India, ripples comprised increased oil import bills, inflation, cautious government and a sluggish equity market. India's GDP growth

is estimated at 7.2% in FY 2022-23. India emerged as the second fastest-growing G20 economy in FY 2022-23. India overtook UK to become the fifth-largest global economy. India surpassed China to become the world's most populous nation

(Source: IMF, World Bank)

India's economic growth in FY22-23 has been principally led by private consumption and capital formation. India's recovery from the pandemic was relatively quick and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment.

The three megatrends – global offshoring, digitalisation and energy transition – are setting the scene for unprecedented economic growth in the country. The economy has withstood the challenge of mitigating external imbalances caused by the Russian-Ukraine conflict without losing growth momentum in the process. Increase in international crude oil prices is one of the major worries for India as it is a net importer of energy. India's stock markets had a positive return unfazed by withdrawals by foreign portfolio investors.

India's inflation rate did not creep too far above its tolerance range compared to several advanced nations and regions. Several factors are responsible for India's growth resilience including strong infrastructure spending, export growth driven by services, improved labour market and robust revenue collections to support public spending.

India has sufficient forex reserves to meet its current account deficit and intervene in the forex market to manage volatility in the Indian rupee. India's financial sector also remains strong, buoyed by improvements in asset quality and robust private-sector credit growth. India is expected to currently grow at 7% which is a robust growth rate compared to that of other major economies. Well-designed policy measures have reduced inflation pressures, ensured better-targeting of fiscal policy support and revive sustainable growth.

Significant initiatives have been introduced under Aatmanirbhar Bharat and Make in India programmes to enhance India's manufacturing capabilities and exports across the industries. These are investor-friendly programmes that domestic companies are utilising to increase their production base and create new capacities, which leads to increasing domestic investments.

The current growth trajectory will be supported by multiple structural changes that have been implemented over the past few years. Further support to economic growth will come from the expansion of public digital platforms and measures such as PM GatiShakti, the National Logistics Policy and the Production-Linked Incentive schemes to boost manufacturing output. The government's initiatives in agriculture, infrastructure, employment generation and healthcare are expected to have a positive impact on the country's economic development and growth in the coming years. Apart from housing, construction activity, in general, has significantly risen in FY23 as the much-enlarged capital budget of the central government and its public sector enterprises is rapidly being deployed.

With improved and healthier balance sheets of the banking, non-banking and corporate sectors, a fresh credit cycle has already begun, evident from the growth in bank credit. India has emerged as the fastest-growing major economy in the world backed by its robust democracy and strong partnerships.

Outlook

According to the World Bank April 2024 projections, India's GDP is projected to expand by 6.3% in FY24, supported by domestic demand and increased public investment. India's retail inflation rate could decline from 6.6% to 5.2% in FY24.

Indian road infrastructure sector review

Road infrastructure is of paramount importance as it serves as the vital link connecting various segments of the population, businesses and consumers. It encompasses a wide range of road networks, such as national highways, state highways, district roads, rural roads and urban roads. These roads not only facilitate transportation but also play a significant role in ensuring the accessibility of remote areas.

India possesses the world's second-largest road network, spanning an impressive 6.3 million kms and serving as a vital means of transportation for over 90% of passenger traffic and 64.5% of freight traffic. The current FY 2023-24 has set a target of constructing 12,200 kms of national highways in the country. Progressing towards this goal, over 65,000 kms of road projects, with a budget of more than ₹11 lakh crores, are underway. Among these, construction has been

completed for projects spanning more than 39,000 kms, while work is still ongoing for the remaining length of over 26,000 kms. In the first nine months of the fiscal year FY 2022-23, 5,774 kms of national highways were constructed. The road and highways sector in India allows 100% Foreign Direct Investment under the automatic route, encouraging foreign investments in this domain.

Under the Gati Shakti program in India, a consolidated list of 81 high-impact projects has been established, with road infrastructure projects being accorded the highest priority. The government aims to construct 23 new national highways by the year 2025. The National Highway Authority of India (NHAI) is expected to generate an annual revenue of ₹1 lakh crores (US\$ 14.30 billion) in the next five years, primarily through toll collection and other sources.

(Source: ibef.org, pib.gov.in, economicstimes.indiatimes.com, prsindia.org)



Development and operation of Bikaner-Suratgarh Section of NH-62 (earlier NH-15) in the state of Rajasthan for Ministry of Road Transport and Highways through PWD, Rajasthan

Government initiatives

Bharatmala Pariyojana

The Bharatmala Pariyojana, a prominent government initiative, is experiencing delays and it is now anticipated that the program will be completed by FY 2026-27. It is expected to come at a higher cost, with an estimated investment of ₹10.63 trillion, compared to the original investment of ₹5.35 trillion. Till date, the projects spanning a length of 22,302 kms, with a total cost of ₹6.9 billion, have been awarded under the programme. Also 9,548 kms of roads have been successfully completed and an expenditure of ₹2.29 trillion has been incurred.

Pradhan Mantri Gati Shakti – National master plan for multi-modal connectivity

The main objective of this initiative is to establish a comprehensive and interconnected multi-modal transportation network across India. A key focus of this initiative is to improve connectivity in road freight transport by constructing 39 multi-modal logistics parks. These parks are designed to address congestion issues in strategic locations, facilitating the seamless and efficient transportation of goods. Establishing these logistics parks, it aims to streamline and enhance the overall logistics and supply chain infrastructure in the country.

The Gati Shakti mission will further the government's effort to cut the various bottlenecks and cut down on delays in completion of such projects. The platform would work out the entire logistical

planning for any infrastructure project and point out the gaps that could be fixed with separate intervention of the central and state governments. 102 critical projects under the Gati Shakti masterplan worth US\$ 7.67 billion are expected to be completed by 2024

NHIDCL (National Highways and infrastructure Development Corporation Limited)

As part of the first phase of the Bharatmala Pariyojana, the National Highways and Infrastructure Development Corporation (NHIDCL) has been entrusted with the task of constructing 5,070 kms of roads. This initiative aims to enhance connectivity along border highways and the economic corridor, facilitating smoother transportation and improving accessibility in those areas.

National Logistics Policy 2022

The Indian government is actively working towards creating a cost-effective production hub by developing necessary infrastructure. To achieve this goal, they have introduced the National Logistics Policy 2022, which aims to establish a comprehensive logistics ecosystem. The primary objective is to reduce the logistics costs in the country and make them comparable to those in developed nations. The focus is on improving intermodal transport connectivity and enhancing logistics infrastructure through effective public-private partnerships (PPP). The private sector has played a significant role in this endeavour by undertaking various infrastructure projects and providing financial support to the sector.



Railway over bridge in Bikaner-Suratgarh Section of NH-62 (earlier NH-15) in the state of Rajasthan for Ministry of Road Transport and Highways through PWD, Rajasthan



Four lane of Suratgarh Township portion of Bikaner-Suratgarh Section of NH-62 (earlier NH-15) in the state of Rajasthan for Ministry of Road Transport and Highways through PWD, Rajasthan



Construction of various buildings i/c residences of National Law University in Rajiv Gandhi Education City at Rai in Sonapat Distt, Haryana for PWD (B&R), Haryana

Special Accelerated Road Development Programme for North Eastern region (SARDP-NE): This project mainly focuses on the development of the North-Eastern region road infrastructure. SARDP-NE Phase B will construct 3,723 km of roads, which consist of 2,210 km of national highways and 1,513 km of state roads by FY 2023-24.

Arunachal Pradesh scheme: This project aims to be complete by FY 2023-24 and will develop 2,205 km of national highways and 114 km of state roads.

National Highways Authority of India (NHAI): The increase in investment of capital expenditure are primarily for three sectors (i) Ministry of Railways, Ministry of Road Transport and Highways and

capital outlay on Defence Services—which account for 66% of total capital expenditure. Given its critical role in the growth of the nation, the infrastructure sector has experienced a tremendous boom as a result of India's necessity and desire for rapid development. In the Budget FY 2023-24 the government has given a massive push to the infrastructure sector by allocating ₹10 lakh crores (US\$ 130.57 billion) to enhance the infrastructure sector. The government allocated ₹134,015 crores (US\$ 17.24 billion) to National Highways Authority of India (NHAI). The government announced an outlay of ₹60,000 crores (US\$ 7.72 billion) for the Ministry of Road Transport and Highways.

Growth drivers

Increasing population

India now has the highest population worldwide and it boasts a relatively young population, with a median age of 28.2 years. This demographic characteristic emphasises the crucial need to develop robust road infrastructure and enhance transit efficiency. By focusing on establishing well-connected roadways and reducing travel time, India can ensure improved connectivity for its vast population.

Urbanisation

By 2047, 50% of the population is projected to reside in urban areas, creating a demand for enhanced urban infrastructure.

Industrialisation

The introduction of the Production Linked Incentive (PLI) scheme is expected to drive industrial growth, creating a surge in the demand for quicker transportation and better road infrastructure. This highlights the need for strengthening road connectivity across the nation to cater to the growing needs of industries and ensure seamless transportation.

Infrastructure investment

In order to accomplish India's target of becoming a US\$ 5 trillion economy by 2025, the development of infrastructure plays a pivotal role. The government has implemented the National Infrastructure Pipeline (NIP) along with initiatives such as 'Make in India' and the production-linked incentives (PLI) scheme to expedite the expansion of the infrastructure sector to accelerate the growth of the infrastructure sector.

Outlook

The timely monetisation of assets has become increasingly important to fund the Bharatmala program, given the rising costs of land acquisition and inputs. The National Highway Authority of India (NHAI) aims to generate approximately ₹250 billion through asset monetisation in the current financial year.

The road sector in India is currently on a positive growth trajectory, fuelled by various factors. These include robust traffic growth, the development of expressways under the Gati Shakti initiative, a focus on sustainability and multimodal connectivity and increased private capital inflow. Private investments in the sector are projected to reach ₹1 trillion by 2030. Regulatory interventions, optimistic investor sentiment and a commitment to enhancing mobility will further accelerate the sector's progress and development.

Opportunities

- The government is focusing on infrastructure sector with particular emphasis on roads, highways and railways.
- In the Budget FY 2023-24 the government has given a massive push to the infrastructure sector by allocating ₹10 lakh crores (US\$ 130.57 billion) to enhance the infrastructure sector.
- The Indian Government intends to accelerate road construction in FY 2024 by 16-21% to 12,000-12,500 km.
- The government allocated ₹134,015 crores (US\$ 17.24 billion) to National Highways Authority of India (NHAI).
- The government announced an outlay of ₹60,000 crores (US\$ 7.72 billion) for the Ministry of Road Transport and Highways. A new scheme, called the Scheme for Special Assistance to States for Capital Expenditure, was announced for financial assistance to states in the form of a 50-year interest free loan for capital investment projects.

- Infrastructure Finance Secretariat is being established to enhance opportunities for private investment in infrastructure that will assist all stakeholders for more private investment in infrastructure, including railways, roads, urban infrastructure, and power.
- PM Gati Shakti – US\$ 1.3 trillion national master plan for infrastructure for (i) seamless multimodal connectivity to facilitate easy movement of goods and people (ii) improved prioritisation, optimal usage of resources, timely creation of capacities and (iii) resolution of issues such as disjointed planning, standardisation and clearances. This will also catalyse the Infrastructure Sector.
- National Infrastructure Pipeline (NIP) unveils the infrastructure projects across various states which will receive the expected funding of US\$ 1.4 Tn over the next 5 years of which US\$ 26.90 billion for road sector.

Company overview

The Company provides integrated engineering, procurement and construction (EPC) services for civil construction and other infrastructure projects.

The Company is engaged in the execution of civil engineering projects in various business segments namely: Highways (EPC, Build-Operate-Transfer (BOT) and operation and maintenance (O&M), building, housing and urban infrastructure, railways/metro and other infrastructure.

MBL was among the first batch of contractors to be awarded the contracts of prestigious North South East West Corridor by NHAI and was the first to complete the project.

MBL was amongst the early batch of contractors to be awarded contract for maintenance of National Highways by NHAI.

MBL has witnessed continuous growth in bid capacity and pre-qualification capability.

MBL owns a large fleet of sophisticated equipment, including hot mix plants, sensor pavers, tandem rollers, soil compactors, stone crushers, loaders, excavators, tippers, motor graders, concrete batching plants, transit mixers, concrete pumps, dozers, cranes etc.

MBL is certified for execution of civil engineering projects under the following categories:

- (a) **ISO 9001: 2015:** in recognition of the organisation's quality management system
- (b) **ISO 14001:2015:** in recognition of the organisation's environment management system
- (c) **ISO 45001:2018:** in recognition of the organisation's health and safety management system



Financial overview

Revenue and Other Income

The total income of the Company during the FY 2022-23 was ₹21,256 lakhs on standalone basis and ₹30,095 lakhs on consolidation basis as against ₹16,148 lakhs on standalone basis and ₹26,047 lakhs on

consolidation basis during FY 2021-22. The Company had profit after tax of ₹580 lakhs on standalone basis and a loss of ₹5,052 lakhs on consolidation basis during FY 2022-23 as against profit of ₹6,359 lakhs on standalone basis and profit of ₹13 lakhs on consolidation basis during FY 2021-22.

Key ratios

Key financial ratios are given below:

Particulars	FY 2022-23	FY 2021-22
Debtors' turnover	1.22	0.79
Inventory turnover	6.64	7.67
Interest coverage ratio	-	-
Current ratio	1.44	1.86
Debt-equity ratio	0.64	0.64
Operating profit margin (%)	9.53	6.77
Net profit margin (%)	4.37	2.59
Return on net worth (%)	1.49	1.18

The key ratios are not comparable as the operations of the Company are not normal due to non-implementation of the resolution plan by banks post CIRP under IBC, 2016.

Human resources

We recognise the importance of human values and ensure that proper encouragement, both moral and financial, is extended to employees. The senior management team consists of experienced professionals with diverse skill sets across all cadres and geographical locations. The total number of employees employed as on 31st March, 2023 was 299.

Health, Safety and Environment

MBL has framed a Health, Safety and Environment Policy (HSE). The key objective of HSE Policy is to empower employees to attain a healthy and safe work place with an emphasis on zero injury and environmental protection. We provide regular training to our employees, conduct regular audits and have taken ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certifications to ensure proper implementation of our HSE Policy. The HSE Policy enunciated by the Management lays emphasis on Health, Safety & Environment through a structured approach and well-defined SOP's have been established for implementing the requisites at all stages of construction. The safety and health of employees, partners, service providers and the public are a priority at MBL. The wellbeing of stakeholders and the minimisation of impact on the natural environment are extremely important to us. HSE are key focus areas and integrated into our business operations at every level. Our HSE

Policy ensures that site operations meet legal requirements and that operations cause minimal visual impact or nuisance to the public. Continuous efforts to achieve safety awareness and eliminate unsafe practices are made through employee engagement.

Internal control systems and their adequacy

We have an adequate system of internal control to ensure that transactions are properly authorised, recorded and reported apart from safeguarding our assets. The internal control system is supplemented by well-documented policies, guidelines and procedures. We have also installed an extensive CCTV Surveillance system to cover all our project sites. All these measures are continuously reviewed and necessary improvements are implemented.

Cautionary statement

The Statements in the Management Discussion and Analysis Report with regard to projections, estimates and expectations have been made in good faith. The achievement of results is subject to risks, uncertainties and even less than accurate assumptions. Market data and information are gathered from various published and unpublished reports. Their accuracy, reliability and completeness cannot be assured.

Annexure - B

CORPORATE GOVERNANCE REPORT**1. Company's Philosophy on Corporate Governance**

The philosophy of your Company in relation to Corporate Governance is to achieve and to maintain the highest standard of Corporate Governance through implementation of the following objectives:

1. To protect and facilitate the shareholders to exercise their rights.
2. To provide adequate and timely information to all the shareholders.
3. To ensure equitable treatment to all shareholders.
4. To recognize the rights of its shareholders and encourage co-operation between the Company and the stakeholders.
5. To ensure timely and accurate disclosure on all matters including financial situation, performance, ownership and governance of the Company.

2. The Board of Directors ("the Board")**Composition of the Board**

The Board of the Company has a good and diverse mix of Executive and Non-Executive Directors with majority of the Board Members comprising Independent Directors. The composition of the Board of Directors, which is in conformity with the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("LODR"), along with their attendance at the meetings during the year and number of other directorships in other companies and memberships of the Committees of the Board of such Companies as on 31st March, 2023 are as follows:

Name of the Directors	Category	#No. of Directorship(s) held in Indian Public Limited Companies (including this Company)				##No. of Committee(s) of which he/she is a Member/ Chairman (including this Company)			
		Chairman		Director		Chairman/Chairperson		Member	
		###Listed Company	Unlisted Company	###Listed Company	Unlisted Company	Listed Company	Unlisted Company	Listed Company	Unlisted Company
Mr. Anjaneer Kumar Lakhota	Promoter/ED	1	-	1	5	-	-	1	-
Mr. Ashwini Kumar Singh	NEI	-	-	1	6	-	-	2	-
Mr. Ram Dayal Modi*	NEI	-	-	2	-	-	-	3	-
Ms. Sunita Palita	NEI	-	-	1	6	1	-	2	-
Mr. Ranjit Datta**	NEI	-	-	2	1	1	-	1	-
Mr. Surender Aggarwal***	ED	-	-	1	2	-	-	-	-

NEI: Non-Executive Independent Director, ED: Executive Director

* Non-Executive Independent Director of another listed entity i.e. PG Electroplast Ltd.

** Non-Executive Independent Director of FROG Cellsat Ltd, which was listed on NSE w.e.f 13th October, 2022

***The shareholders of the Company in its Annual General Meeting held on 30.07.2022 re-appointed Mr. Surender Aggarwal as a Wholtime Director/Executive Director w.e.f. 01.10.2022 upto 30.09.2023.

As mandated by Regulations 17A and 26(1) of LODR:

- (a) None of the Directors are Directors in more than seven (7) Listed Companies;
- (b) None of the Independent Directors serve as an Independent Director in more than 7 (Seven) Listed Companies;
- (c) The Managing Director is not serving as an Independent Director in any other listed company;
- (d) None of the Directors are member in more than ten (10) committees or acts as chairperson in more than 5 (Five) Committees.

Chairpersonship/Membership of the Board Committee includes membership of Audit Committee and Stakeholders' Relationship Committee in other public limited companies.

Directorship/Chairpersonship/Membership in Listed Company implies MBL Infrastructure Ltd. The Board periodically evaluates, as and when required, the need for change in its composition and size. None of the Directors are related inter-se in terms of Section 2(77) of the Act.

Skills/ Expertise/ Competencies of the Board of Directors

The Board has identified that the Directors of the Company has skills, expertise and competencies required in the context of Company's business, Company Policies, work culture and the potential opportunities of the industry in which the Company belongs to. The following are the core list available with the Board Members:

Financial awareness	Strategy and Planning awareness	Corporate Governance Awareness
Basic understanding of the Financial Statements/Financial Reporting of the Company	Finance, Operations, Sales, Marketing, Purchase, Human Resources, Information Technology	Corporate Governance awareness, awareness of good business practice,
Every Board member has the basic understanding of the Financial Statements, Financial Reporting of the Company. The members use their respective rich experience, knowledge and skills effectively to contribute to the growth of the Company.	The Board members are aware of the Business strategy which includes Finance, Operations, Sales, Marketing, Purchase, Human Resources, Information Technology and moreover the risk and gain potential opportunity and threat of the Company's Industry Sector.	The Board members possess the Corporate Governance awareness, awareness of good business practice, responsibilities and reporting to stakeholders and to support legal compliance systems.

The aforesaid expertise/competencies/skills in the context of the business sector for the effective functioning of the Board is available and also provided from time to time to the Board.

Board Agenda

The meetings of the Board are governed by a structured agenda which is circulated to the Directors well in advance for facilitating meaningful and focused discussion at the meeting. Where it is not practicable to attach any document to the Agenda, it is tabled at the meeting with specific reference to the effect in the agenda.

The Board members and Key Managerial Personnel (KMP) confirm to the Board of Directors that they, directly or indirectly or on behalf of third parties, does not have a material interest in the transactions or matters directly affecting the Company. The Board members in consultation with the Chairman may bring upon other matters for consideration at the Board meeting. Members of the Senior Management are occasionally present in the meeting as an invitee as and when required.

Information placed before the Board

Necessary information as required under the statute and Regulation 17(7) read with Part A of Schedule II of LODR are placed before the Board, from time to time. The Board periodically reviews compliance reports pertaining to all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any. Within fifteen (15) days from the date of the conclusion of the Meeting of the Board, the draft Minutes are circulated amongst the members for their comments. The minutes of the meeting explicitly record dissenting opinions of the members, if any. Further to protect the shareholders rights, the Board ensures that:

- a. Shareholders have the right to participate in and be sufficiently informed on decisions concerning fundamental corporate changes.
- b. Shareholders have the opportunity to participate effectively and vote in general meetings.
- c. Shareholders are informed on the rules including voting procedures that govern general shareholder meetings.
- d. Shareholders have the opportunity to ask questions to the Board, to place items on the agenda of general meetings and to propose resolutions, subject to reasonable limitations.

- e. Effective shareholder participation is facilitated in key Corporate Governance decisions, such as nomination and election of board members.
- f. Company has an adequate mechanism to address the grievances of the shareholders.
- g. Company has an effective means to protect and redress the minority shareholders from abusive actions by or in the interest of, controlling shareholders either directly or indirectly.

Post Meeting Mechanism

The important decisions taken at the Board/Board Committee(s) meetings are communicated to the concerned departments/ divisions. The Company also files the reports, statements, documents, filings and other information with NSE & BSE on the electronic platform as specified in LODR and Act.

Number of Board Meeting held and attended by Directors

During the year under review 4 (Four) meetings of the Board were held. The intervening gap between the meetings and the gap between two consecutive meetings did not exceed one hundred and twenty days ("120"). The necessary quorum was present for all the Board Meetings. The Company has also provided video/tele-conferencing facilities to the Directors to participate in the meetings. The dates on which the Board meetings were held were 28th May, 2022, 30th July, 2022, 14th November, 2022 and 14th February, 2023.

The attendance record of each of the directors at the Board meetings held during the year ended 31st March, 2023 and of the last Annual General Meeting is as under:

Name of Directors	No. of Board Meetings during the year 2022-23		Attendance at the last AGM held on 30th July, 2022
	Held	Attended	Yes/No
Mr. Anjaneer Kumar Lakhota	4	4	Yes
Mr. Ashwini Kumar Singh	4	4	Yes
Mr. Ram Dayal Modi	4	4	Yes
Ms. Sunita Palita	4	4	Yes
Mr. Ranjit Datta	4	4	Yes
Mr. Surender Aggarwal	4	4	Yes

Independent Directors

In terms of the requirement of the Act read with LODR, the shareholders of the Company had approved re-appointment/ appointment of all Independent Directors to hold office for a term of five consecutive years. All the Independent Directors possess wide range of skills and experience required by the Company. The Board on the basis of performance evaluation and their background experience and the contribution made by them during their tenure confirms that in the opinion of the Board the Independent directors fulfill the conditions specified in LODR and are independent of management and their continued association will be beneficial to the Company. The Company had issued formal letter of appointment to the Independent Director which, inter-alia, explains the role, functions, duties and responsibilities expected from them as a Director of the Company. The brief terms and conditions for their appointment as Independent Directors is available on Company's website www.mblinfra.com. Further the independent directors' have confirmed that they have enrolled themselves in the Independent Directors' Data Bank maintained with the Indian Institute of Corporate Affairs.

All Independent Directors have given declaration that there has been no change in the circumstances which may affect their status as an independent director and they meet the criteria of independence as enumerated in LODR and Section 149 of the Act. The Independent Directors have also affirmed that they have abided by the provisions specified in Schedule IV to the Act.

The Board had approved and adopted Code of Conduct as detailed in Schedule IV of the Act as criteria for evaluation of performance of Directors. Performance evaluation of the Board, its committees, and individual directors is based on the roles and responsibilities and is based on certain parameters like director profile, attendance, acquaintance with business, contribution to Board and its committees, adherence to applicable codes/ policies performance of Directors and fulfillment of the independence criteria as specified in LODR and their independence from management.

A separate meeting of Independent Directors of the Company without the presence of Managing Director & the Management representatives was held on 17th May, 2022 as required under Schedule IV of the Companies Act, 2013. All the Independent Directors of the Company have attended the meeting. The Independent Directors, inter alia, evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board after taking into account the views of Executive and Non-Executive Directors and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board. The Committee after evaluating the performance of each member of the Board was of the opinion that performance of all members was satisfactory and all members had contributed towards the growth of the Company. The Company had recommended that all members of Board should continue, subject to applicable laws, etc. The Directors being evaluated had not participated in the process.

Code of Conduct

The Board has laid down, the Code of Conduct (“Code”) of the Company for all Board Members and Senior Management of the Company. The Code has incorporated duties of Independent Directors as laid down in the Companies Act, 2013 (“the Act”). The Board members and senior management have conducted themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision making. The code anchors ethical and legal behavior within the organization. The Code is available on the website of the Company www.mblinfra.com.

All Board Members and Senior Management Personnel have confirmed compliance with the Code on an annual basis and the declaration to the effect signed by the Managing Director is enclosed at the end of the Report.

Codes under SEBI (Prohibition of Insider Trading) Regulations, 2015

The Board pursuant to the requirement of the SEBI (Prohibition of Insider Trading) Regulations, 2015 has adopted and amended the same, from time to time, (1) Code of Conduct to Regulate, Monitor and Report Trading by Insiders and (2) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code for Fair Disclosure). These Codes ensures that Board Members, KMP and Senior Management i.e. one level below the Board shall conduct themselves so as to meet the expectations of operational transparency to stakeholders. While at the same time maintaining confidentiality of information in order to foster a culture of good decision making. All the Board members and senior management personnel have confirmed compliance with the Code. All the Directors, Promoters, employees and third parties as defined in the Code etc. who could have access to the unpublished price sensitive information of the Company are governed by this Code. The Code for Fair Disclosure is available on the Company’s website www.mblinfra.com.

Familiarization Programme for the Independent Directors

The familiarization programs for the Independent Directors are in line with the Policy adopted by the Board in connection thereof.

The management provides information as detailed in the Familiarization Policy for the Independent Directors either at the Board meeting(s) or committee meeting(s) or otherwise. Periodic presentations were made at the Board and /or Committee meetings thereof on various matters, inter-alia, covering business and performance updates, finance, product updates, quality, human resources, quarterly and financial results, status of the compliance of the applicable laws and such other areas as may arise, from time to time, where directors get an opportunity to interact with the Company management. Each Director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company’s management. They are given all documents sought by them for enabling a good understanding of the Company, its various operations and industry segments of which it is a part.

During the year the Company continuously through its various Board Meeting(s) and/or Committee meeting(s) facilitated Directors to familiarize about the Company performance and in turn helped them in their active participation in managing the affairs of the Company.

Familiarization Programme undertaken for Independent Directors is provided at the following weblink: https://www.mblinfra.com/uploadimages/pdf/pdf_1682063099.pdf

Board Evaluation

The Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. For Board and its Committees, the exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as structure and composition of the Board & committees, experience & competencies of Directors, regularity and frequency of meetings, agenda, participation in discussion performance of specific duties & obligations, governance and compliance issues, evaluation of risk, grievance redressal for investors, stakeholders value and responsibility etc. The evaluation of individual directors and chairperson is based on qualification, experience, knowledge and

competency, commitment and contribution, integrity etc. In the Board meeting held after the meeting of the Independent Directors and the meeting of the NRC, the performance of the Board, its Committees, and individual directors were discussed. The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees.

Managing Director & CFO Certificate

A Compliance Certificate from the Managing Director (MD) and Chief Financial Officer (CFO) of the Company pursuant to Regulation 17(8) of LODR, is enclosed at the end of the Report. Pursuant to Regulation 33 of LODR, Managing Director and CFO also give quarterly certification on financial results while placing the same before the Board.

Disclosure regarding Re-Appointment of Director

The brief resume and other information required to be disclosed under this Section is provided in the Notice of the Annual General Meeting.

3. Board Committees

The Company has 4 (Four) Board level committees:

- a. Audit Committee;
- b. Nomination & Remuneration Committee;
- c. Stakeholders' Relationship Committee;
- d. Corporate Social Responsibility Committee;

A part from the above, the Company has two non-statutory committees namely Banking Committee and Management Committee.

The Board is responsible for constituting, assigning, co-opting and fixing the terms and reference for members of various committees. The minutes of all the Board and Committee meetings are placed before the Board and noted by the Directors present at the meetings. The particulars of composition of various committees of Board are also available on the website of the Company. The role and composition of the Committees including the number of meeting(s) held and the related attendance during financial year 2022-23 are as follows:

A. Audit Committee

The Audit Committee is constituted in accordance with the provisions of Regulation 18 of the LODR read with Section 177 of the Act. The Company has in place a qualified and independent Audit Committee. The role of the Audit Committee includes the powers as stipulated in LODR read with Section 177 of the Act.

Terms of Reference

The brief terms of reference of the Audit Committee, inter-alia, includes the following:

- Oversight of financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the Auditor's independence and performance and effectiveness of audit process;
- Reviewing, with the management, the quarterly and annual financial statements before submission to the Board for approval;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function;
- Discussion with internal auditors of any significant findings and follow up thereon;
- To review the functioning of the Whistle Blower/Vigil Mechanism; and
- To review the utilization of loans/advances from/investment by the holding company in the subsidiary company.

The Audit Committee may also review such other matters as considered appropriate by it or referred to it by the Board.

Composition

The composition of the Audit Committee is in accordance with the requirement of Regulation 18 of the LODR and Section 177 of the Act. As on 31st March, 2023, the Committee comprised of 4 (Four) Directors out of which 3 (Three) are Independent Directors and 1 (One) Executive Director. All members of the Audit Committee have the ability to read and understand the financial statement.

Mr. Ashwini Kumar Singh, Mr. Anjaneer Kumar Lakhota, Ms. Sunita Palita and Mr. Ram Dayal Modi were the members of the Committee as on 31st March, 2023. Members among themselves elect Independent Director to be the Chairman of the Meeting. The Company Secretary acts as Secretary to the committee.

The Audit Committee meetings are also attended by Chief Financial Officer (CFO), representatives of Statutory Auditors, representatives of Internal Auditors team and Senior Executives of the Company, if required. The Cost Auditor appointed by the Company attend the Meeting in which cost audit reports were discussed. The Chairman of the Audit Committee attended the Annual General Meeting of the Company to answer the shareholders queries.

Meetings and attendance

During the year 4 (Four) Audit Committee meetings were held on 28th May, 2022, 30th July, 2022, 14th November, 2022 and 14th February, 2023. The intervening gap between the meetings was within the period prescribed under the Act and LODR. The details of attendance of members are as under:

Name of the Member	No of meeting during the year 2022-23	
	Held during tenure	Attended
Mr. Ashwini Kumar Singh	4	4
Mr. Anjaneer Kumar Lakhota	4	4
Mr. Ram Dayal Modi	4	4
Ms. Sunita Palita	4	4

B. Nomination & Remuneration Committee

The Company has in place a "Nomination & Remuneration Committee" and role of the Committee, is in accordance with the requirements of Section 178 of the Act read with Regulation 19 of LODR.

Terms of Reference

The brief terms of reference, inter-alia, includes the following:

- Formulate criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the Board policy relating to remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the Board of directors;
- Devising policy on Board's diversity;
- Identifying the person who can become the director or can be appointed as senior management;
- Determination of extension or continuation of terms of appointment of independent directors;

Composition

The composition of the Committee is in line with the requirement given in Section 178 of the Act and Regulation 19 of the LODR.

As on 31st March, 2023, the Committee comprised of 4 (Four) Independent Directors. Mr. Ashwini Kumar Singh (Chairman), Ms. Sunita Palita, Mr. Ranjit Datta and Mr. Ram Dayal Modi are members of the Committee, all being Independent Directors. The Company Secretary acts as Secretary to the Committee. The Chairman of the Nomination & Remuneration Committee attended the Annual General Meeting of the Company to answer the shareholders queries.

Meetings and attendance

During the year 2 (Two) meeting was held on 17th May, 2022 and 14th February, 2023, details of attendance of members are as under:

Name of the Member	No. of meeting during the year 2022-23	
	Held during tenure	Attended
Mr. Ashwini Kumar Singh	2	2
Ms. Sunita Palita	2	2
Mr. Ranjit Datta	2	2
Mr. Ram Dayal Modi	2	2

Remuneration Policy

The Company follows a Policy on remuneration of Directors, Key Managerial Personnel and Senior Management. The Policy formulates the criteria for determining qualifications, positive attributes and independence of a director. The policy, inter-alia, ensures that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmark;
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The Policy broadly lays down the guiding principles, philosophy and basis for payment of remuneration to Executive and Non-Executive Directors (by way of sitting fees), Key Managerial Personnel, Senior Management and other employees.

Remuneration to Independent Directors:

The Independent Directors are paid remuneration by way of sitting fees for each meeting of the Board or Committee as attended by them. The total amount of sitting fees paid to Independent Directors during the Financial Year 2022-23 is as following:

Particulars	Amount ₹ (in lakhs)
Mr. Ashwini Kumar Singh	1.65
Mr. Sunita Palita	1.65
Mr. Ranjit Datta	1.05
Mr. Ram Dayal Modi	1.55

The Independent Directors do not have any material pecuniary relationship or transactions with the Company.

Remuneration to Executive Director

The appointment and remuneration of Executive Directors is governed by the recommendation of the Nomination & Remuneration Committee, Resolutions passed by the Board of Directors and Shareholders of the Company and Agreement executed between them and the Company. The remuneration package comprises of salary, perquisites and allowances, etc. as approved by the shareholders at the Annual General Meetings. During the year remuneration paid to Mr. Anjaneer Kumar Lakhota, Chairman & Managing Director was ₹67.50 lakhs and to Mr. Surander Aggarwal, Executive Director was ₹6.00 lakhs. Notice period for termination of appointment of Executive Directors is three months on either side. Apart from the salary in lieu of the notice period, no other severance fees is payable.

C. Stakeholder's Relationship Committee

The Company has in place a Stakeholders' Relationship Committee to provide quality and efficient services to the investors and to align and streamline the process of investor's grievance, etc. during the year.

As a Company Policy, the Committee would meet, if required, to look into the unresolved grievances, if any, of the security holders.

Terms of reference

- Resolving the grievances of the security holders of the listed entity including complaints related to transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of annual reports/statutory notices etc. by the shareholders of the company.

Composition

As on 31st March, 2023, the Committee comprised of 3 (Three) Independent Directors. Ms. Sunita Palita (Chairperson), Mr. Ashwini Kumar Singh and Mr. Ram Dayal Modi are members of the Committee, all being Independent Directors. Mr. Anubhav Maheshwari, Company Secretary of the Company is the Compliance Officer and also acts as Secretary to the Committee. The Chairperson of the Stakeholders Relationship Committee attended the Annual General Meeting of the Company to answer the shareholders queries.

During the financial year ended 31st March, 2023, One (1) Committee Meeting was held on 14th November, 2022. The necessary quorum was present for the meeting. The details of attendance of members is as under:

Name of the Member	No. of meeting during the year 2022-23	
	Held	Attended
Ms. Sunita Palita	1	1
Mr. Ashwini Kumar Singh	1	1
Mr. Ram Dayal Modi	1	1

Compliance Officer

Mr. Anubhav Maheshwari, Company Secretary of the Company has been designated as Compliance Officer for complying with the requirements of the Act, Security Laws and the LODR.

Various aspects of interest of Investors

Details of Investors Complaints received and redressed during the financial year 2022-23

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	NIL	NIL	NIL

It is the endeavor of the Company to attend investors' complaints and other correspondence within 15 days except where constrained by disputes or legal impediments. To serve investors better and in terms of requirement of regulation, the designated e-mail address for investor complaint is cs@mblinfra.com. The Company ensures that adequate steps are taken for expeditious redressal of various aspects of interest of investors. In terms of SEBI circular the Company has obtained necessary SCORES (SEBI Complaints Redressal System) authentication. This has facilitated the investors to view online status of the action taken against the complaints made by logging on to SEBI's website www.sebi.gov.in. In terms of LODR a statement giving the number of complaints pending at the beginning of the quarter, received and disposed off during the quarter and unresolved at the end of the quarter is submitted to the Stock Exchange(s) as well as placed before the Board. As on date of the Report, the Company affirms that no shareholder's complaint was lying pending.

Corporate Social Responsibility (CSR) committee

The CSR Committee was constituted in terms of the requirement of Section 135 of the Act. The terms of reference of the Committee, inter-alia, are as follows:

- To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act, as amended from time to time.
- To recommend the amount of expenditure to be incurred on the activities referred to in clause;

- To monitor the Corporate Social Responsibility Policy of the Company from time to time; and
- To formulate and recommend to the Board, an annual action plan in pursuance of CSR policy.

Composition, Meetings & Attendance

The composition of the committee is in compliance with the Act read with rules made thereunder. The Committee comprised of 2 (Two) Independent Directors and an Executive Director of the Company.

Mr. Anjaneer Kumar Lakhota (Chairman), Mr. Ashwini Kumar Singh and Ms. Sunita Palita are the members of the Committee. The Company Secretary acts as Secretary to the Committee.

During the financial year ended 31st March, 2023, Two (2) Committee Meeting was held on 17th May, 2022 and 14th November, 2022 the details of attendance are as follows:

Name of the Member	No. of meeting during the year 2022-23	
	Held	Attended
Mr. Anjaneer Kumar Lakhota	2	2
Mr. Ashwini Kumar Singh	2	2
Ms. Sunita Palita	2	2

4. General Body Meetings:

a. Location, Date and Time of Last three AGMs and Special Resolutions passed there at are as under:

No. of AGM and F.Y	Date of Meeting	Location	Time	Special Resolution Passed
27th AGM 2021-22	Saturday, 30 th July, 2022	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility	2.30 P.M.	Yes
26th AGM 2020-21	Saturday, 7 th August, 2021	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility	3.00 P.M.	Yes
25th AGM 2019-20	Wednesday, 30 th September, 2020	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility	3.30 P.M.	Yes

b. Passing of Resolution by Postal Ballot

No Special Resolution was passed by postal ballot during the financial year 2022-23.

No Special Resolution is proposed to be conducted through Postal Ballot. However, if required, the same should be passed in compliance with the provisions of the Act, LODR and any other applicable laws.

5. Demat Suspense Account/Unclaimed Suspense Account

There are no shares which are required to be transferred to Suspense Account/Unclaimed Suspense Account.

6. Unpaid/ Unclaimed Dividend

The unpaid/unclaimed amount relating to the Final dividend for the Financial Year 2014-15 was transferred to Investor Education and Protection Fund (IEPF) on 23.09.2022.

Since unclaimed dividend is transferred to IEPF, no claim shall be thereof with the Company. However, the stakeholders pursuant to the provisions of Act read with Rules made there under may claim their unclaimed amount from Ministry of Corporate Affairs (MCA) as per procedure and guidelines issued by it.

The details of dividends specified below are available on the website of the Company. Due date for transfer of unclaimed dividend to IEPF is as follows:

Financial Year	Unclaimed Dividend as on 31/03/2023 (₹)	Due for transfer to IEPF
2015-16	49,646	17 th October, 2023

In terms of requirement of IEPF Rules, 2016, Mr. Anubhav Maheshwari is designated as Nodal Officer for the purpose of co-ordination with IEPF authority. The contact details of the Nodal Officer is available on the website of the Company.

7. Means of Communication

The Company files the reports, statements, documents, filing etc. on the electronic platform as specified by both BSE & NSE. The Company has a functional website www.mblinfra.com and is regularly updated. The information disseminated on the website provides for equal, timely and cost efficient access to relevant information by users.

The audited/un-audited financial results are prepared on the basis of accrual accounting policy and is in accordance with uniform accounting practices adopted during period under review after being approved by Board of Directors are submitted to BSE/NSE as well as posted on the website of the Company. The results are published in the form as prescribed under LODR in Financial Express, English Language National daily newspaper circulating in the whole or substantially the whole of India and in Jansatta, Hindi daily newspaper circulating in the region where the registered office of the Company is situated. The results are not mailed to the shareholders.

The Company will continue to send Annual Report, Notices, etc to the shareholders at their email addresses registered with their Depository Participants and /or Company's RTA.

The Company has not made a presentation to the institutional investors /analyst during the year. The investor presentations, from time to time, is mailed to BSE and NSE and uploaded on Company's website for dissemination to all stakeholders at large.

Management Discussion and Analysis Report forms part of the Annual Report.

In compliance with the requirement of LODR, the official website of the Company contains information about its business, shareholding pattern, compliance with corporate governance, contact information of the compliance officer, etc. and the same are updated at any given point of time.

8. General Shareholder Information

a. Annual General Meeting:

Date & Time:

Saturday, 12th August, 2023 at 3.30 p.m. through video conferencing / other Audio Visual means facility as set out in the notice convening AGM.

Deemed Venue for Meeting:

Registered Office: Suite No. 308, Bani Corporate One, Commercial Centre, Jasola, New Delhi-110025.

b. Financial Year: 1st April, 2022 to 31st March, 2023

c. Financial Calendar for the Year 2023-24

Particulars	Tentative Schedule
Financial reporting for the quarter ending 30 th June, 2023	On or before 14 th August, 2023 (Tentative)
Financial reporting for the half-year ending 30 th September, 2023	On or before 14 th November, 2023 (Tentative)
Financial reporting for the quarter ending 31 st December, 2023	On or before 14 th February, 2024 (Tentative)
Financial reporting for the year ending 31 st March, 2024	On or before 30 th May, 2024 (Tentative)

d. Date of Book Closure: 5th August, 2023 to 12th August, 2023 (Both days inclusive)

e. Dividend Payment Date: No Dividend declared

f. Listing on Stock Exchanges & Stock Code

The Equity Shares of the Company are listed on:

National Stock Exchange of India Limited (NSE)	BSE Limited (BSE)
Exchange Plaza, C-1, Block "G" 5 th Floor, Bandra Kurla Complex, Bandra East, Mumbai-400051.	New Trading Wing, Rotunda Building, PJ Tower, Dalal Street, Mumbai-400001.

The Company has made payment of annual listing fees to Stock Exchanges.

g. Stock Code

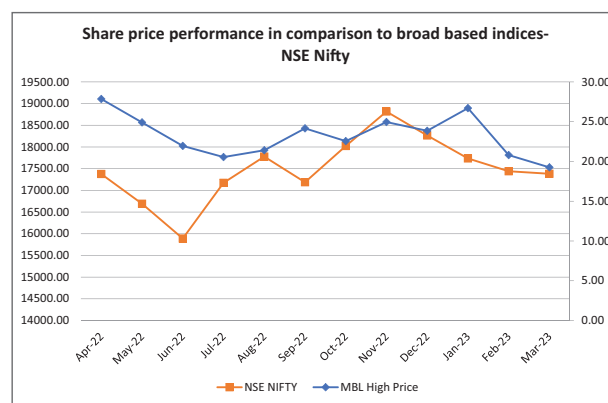
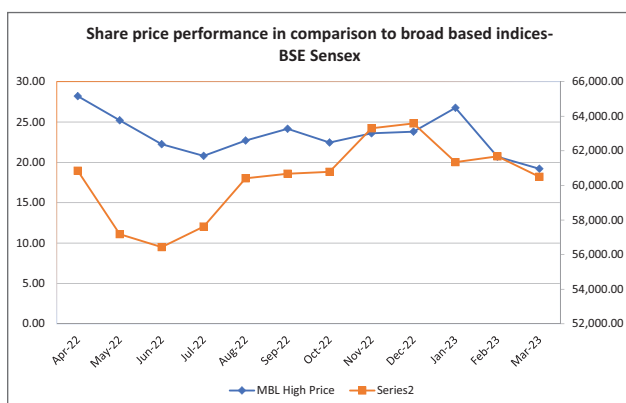
Exchange	Code
National Stock Exchange of India Limited	Symbol – MBLINFRA
BSE Limited	Stock Code – 533152

h. None of the Company's securities have been suspended from trading.

i. Monthly Stock Market Price Data at BSE Limited (BSE) and at National Stock Exchange of India Limited (NSE) during the Financial Year 2022-23

The monthly high and low stock quotations of Equity Shares of the Company on NSE and BSE during the financial year 2022-23 were as under:

Particulars	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2022	28.20	23.30	27.85	23.00
May, 2022	25.20	19.05	24.90	18.85
June, 2022	22.25	16.75	21.95	16.60
July, 2022	20.80	18.20	20.55	18.05
August, 2022	22.70	17.05	21.40	15.10
September, 2022	24.15	17.45	24.15	17.40
October, 2022	22.45	18.45	22.55	18.30
November, 2022	23.60	19.00	24.95	19.00
December, 2022	23.80	18.85	23.85	18.80
January, 2023	26.75	19.50	26.70	19.50
February, 2023	20.70	16.35	20.80	16.05
March, 2023	19.20	14.50	19.25	14.35



Registrar & Share Transfer Agents

Link Intime India Pvt. Ltd.

Noble Heights, 1st Floor, Plot No. NH 2, LSC,

C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Phone: 011-4141 0592, Fax: 011-4141 0591

E-mail: delhi@linkintime.co.in; Website: www.linkintime.co.in

j. Share Transfer System

99.99% of shares of the Company are held in electronic mode. In order to get registration of transfer of shares, the shareholders are required to convert their shareholding in dematerialized form and follow prescribed procedure to get share transfer done. As required under Regulation 40(9) of the Listing Regulations, a certificate on yearly basis confirming the year Compliance Certificate for 31st March, 2023 from Practicing Company Secretary has been submitted to the Stock Exchanges within the stipulated time. Pursuant to provisions of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 the Company has submitted Reconciliation of Share Capital Audit Report on quarterly basis to the Stock Exchanges within the stipulated time.

k. Dematerialization & Liquidity of Shares

The shares of the Company are currently traded only in dematerialized form and the Company has entered into agreements with the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE912H01013. As on 31st March 2023, 104754606 (Ten Crore Forty Seven Lakh Fifty Four Thousand Six Hundred Six) equity shares representing about 99.99% of the share capital are held in dematerialized form. The shares are regularly traded at BSE & NSE.

l. Distribution of Shareholding as on 31st March, 2023

S. No	Category of shareholders (no of shares held)			No. of shareholder	% of holding	No. of shares held	% to capital
1	1	To	500	16146	73.78	2380046	2.28
2	501	To	1000	2443	11.17	2032245	1.94
3	1001	To	2000	1413	6.46	2224501	2.12
4	2001	To	3000	563	2.57	1470354	1.40
5	3001	To	4000	260	1.19	936907	0.89
6	4001	To	5000	266	1.21	1262402	1.21
7	5001	To	10000	404	1.84	3068727	2.93
8	10001	To	Above	390	1.78	91379442	87.23
TOTAL				21885	100	104754624	100

m. Shareholding Pattern as on 31st March, 2023

Category	Number of Shares held	(%)
Promoter and Promoter Group	7,17,41,909	68.49
Financial Institutions / Banks	237	-
Individuals	2,64,97,378	25.29
Others (Including Clearing Members)	65,15,100	6.22
Total	104,754,624	100

n. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on equity:

The Company has not issued any GDRs/ADRs/ Warrants or any Convertible Instruments

- o. Address for correspondence:** Registered Office & Corporate Office
 Mr. Anubhav Maheshwari
 Company Secretary & Compliance Officer Baani Corporate One Tower,
 Suite No. 308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi-110025,
 Phone: 011-4859 3300, Fax: 011-4859 3320
 E-mail: cs@mblinfra.com / delhi@mblinfra.com
- p. Plant Location:** The Company does not have any manufacturing plant.

9. Other disclosures:

- a. All the Related party transactions entered by the Company during the financial year 2022-23 were in ordinary course business and were on arm's length basis. There was no materially significant related party transaction during the year. The Board has approved the policy on materiality of related party transactions and the same is disclosed on the website of the Company. The weblink of the same is https://www.mblinfra.com/uploadimages/pdf/pdf_1566885890.pdf
- b. There was no non-compliance by the listed entity or the Board or any statutory authority on any matters related to capital markets during last 3 years.
- c. The Company has a vigil mechanism/whistle blower mechanism for its Directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimization of director(s)/ employee(s) and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.
 The Whistle Blower Policy covering the details of establishment of such mechanism by the Company is available on the website www.mblinfra.com and the Audit Committee periodically reviews the functioning of the Whistle Blower mechanism. No personnel have been denied access to the Audit Committee.
- d. The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of LODR. Both NSE & BSE has imposed fine for delay in submissions of Related Party Transactions for the half year ended 31st March 2022. The Company vide letter dated 09.07.2022 made submissions that filing of RPT for the half year ended 31.03.2022 was within the stipulated period and hence there was no non-compliance. The Company had again made submissions on 25.07.2022 reiterating its earlier submission and further stated that the time line for compliance of Regulation has to be read separately and cannot be inter-link or connected with any other regulation as is the case of the Company. Since no reply was received from the exchange, the Company has paid fine under protest with a request that an opportunity be provided to it for making submissions/representation before the relevant Committee. Further reply from Exchanges is awaited
- e. The status on compliance with non-mandatory requirements are as follows:
- I. Chairman of the Board: As the Chairman of the Board is an Executive Director designated as Chairman & Managing Director, these provisions are not applicable.
 - II. Shareholders Right: Half yearly and quarterly financial results are published in financial daily newspaper and uploaded on Company's website.
 - III. Modified opinion in Audit Report: The Company has a regime of un-qualified financial statements. Auditors have raised no qualification on the financial statements.
 - IV. Reporting of Internal Auditors: The Internal Auditor reports to the Audit Committee.
- f. The Audit Committee reviews the financial statements and the minutes of the Board and Committee meetings of all the subsidiary Companies.
- g. The Company has formulated a policy for determining material subsidiaries and Policy on Related Party transaction. The web link for policy determining material subsidiary and policy on related party transaction is https://www.mblinfra.com/uploadimages/pdf/pdf_1684306201.pdf
- h. The Company has received a Certificate from Company Secretary in Practice confirming that none of the directors are debarred or disqualified from being appointed or continued as directors of the Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.
- i. The Board of Directors of the Company has accepted all recommendations of the committees during the year.
- j. The details of fees paid by the Company and its subsidiaries on a consolidated basis to Statutory auditors for all his services forms part of financial statements.
- k. The company has in place the Committee under Sexual Harassment of Women at Work Place and during the year no complaint has been filed under this act.



- I. The Company is engaged in the activities relating to Infrastructure. Hence, disclosure with respect to commodity price risks and commodity hedging activities is not applicable to the Company.

By Order of the Board
For **MBL Infrastructure Ltd.**

Place: New Delhi
Date: 29th May, 2023

Anjaneer Kumar Lakhotia
Chairman & Managing Director

Declaration on Code of Conduct

[Regulation 34(3), read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Anjaneer Kumar Lakhotia, Chairman & Managing Director of MBL Infrastructure Ltd. hereby declare that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the financial year 2022-23.

For **MBL Infrastructure Ltd.**

Place: New Delhi
Date: 25th May, 2023

(Anjaneer Kumar Lakhotia)
Chairman & Managing Director

Managing Director and CFO Compliance Certificate

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To

The Board of Directors
MBL Infrastructure Ltd.
Sir/Madam,

We have reviewed the Financial Statements and the Cash Flow Statements of MBL Infrastructure Ltd. ('the Company') for the financial year ended 31st March, 2023 and that to the best of our knowledge and belief, we state that:

1. a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to taken for rectifying these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a) significant changes in internal control over financial reporting during the year, if any;
 - b) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant frauds, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **MBL Infrastructure Ltd.**

Place: New Delhi
Date: 25th May, 2023

Anjaneer Kumar Lakhotia
Chairman & Managing Director

Darshan Singh Negi
CFO

Compliance Certificate On Corporate Governance

To

**The Members of
MBL Infrastructure Limited**

(Formerly, known as MBL Infrastructures Limited)

We have examined the compliance of the conditions of Corporate Governance by MBL Infrastructure Limited (Formerly, known as MBL Infrastructures Limited) ("the Company"), for the financial year ended March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as the "Listing Regulations") as amended from time to time.

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

Opinion

Based on our examination of the relevant records and according to the information and explanations furnished to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations during the financial year ended March 31, 2023 except delay in submission of RPT for the half year ended 31st March, 2022 for which explanation has been given in the Corporate Governance Report.

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

Restriction on use

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose.

For Anjali Yadav & Associates
Company Secretaries

Anjali Yadav

Proprietor

FCS No.: 6628

C P No.: 7257

UDIN: F006628E000376250

PR Unique Code: S2006DE715800

PR Certificate No.: 629/2019

Place: New Delhi

Date: 25th May, 2023

Annexure - C

Annual Report on Corporate Social Responsibility Activities

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company

CSR activities undertaken by the Company is as per its CSR policy, as projects or programs or activities (either new or ongoing), excluding activities undertaken in normal course of business. CSR activities of the Company primarily focus to contribute to the social and economic development of the community in which it operates. The Company gives preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities. The projects and programs undertaken amongst other are matters relating to preventive healthcare and sanitation, environmental sustainability and development of socially and economically backward groups. The Company CSR Policy can be accessed on www.mblinfra.com.

2. Composition of CSR Committee.

S No.	Name of Director	Designation / Nature of Directorship	Number of meetings held during the year	Number of meetings attended during the year
1	Mr. Anjaneer Kumar Lakhota	Chairman	1	1
2	Mr. Ashwini Kumar Singh	Member	1	1
3	Ms. Sunita Palita	Member	1	1

3. The web-link where composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company are provided below:

Composition of the CSR Committee	https://www.mblinfra.com/uploadimages/pdf/pdf_1620974437.pdf
CSR Policy	https://www.mblinfra.com/uploadimages/pdf/pdf_1684306419.pdf

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not applicable
5. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any: Not applicable
6. Average net profit of the company as per Section 135 (5): ₹ 883.03 Lakhs
7. (a) Two percent of average net profit of the Company as per Section 135(5) of the Companies Act, 2013: Rs. 17.66 lakhs
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:
Not applicable
(c) Amount required to be set-off for the financial year, if any: Not applicable
(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 17.66 Lakhs
8. CSR amount spent or unspent for the financial year:
(a) CSR amount spent or unspent for the financial year 2022-23:

Total Amount Spent for the Financial Year (₹ in Lakhs)	Amount unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
19.72	Not applicable				

(b) Details of CSR amount spent against ongoing projects for the financial year 2022-23:

S. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			State	District
A	Upliftment/betterment of educative facilities	(viii)	No	Haryana	Thaneshwer, Karnal	5.00 Lakhs	No	Smt. Sunder Devi Memorial Charitable Trust	CSR00007609
B	Tree plantation	(iv)	Yes	Rajasthan	Bikaner	14.72 Lakhs	Yes	Direct	NA
		Total				19.72 Lakhs			

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

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the financial year (8b+8c+8d+8e): ₹19.72 lakhs

(g) Excess amount for set-off, if any

S. No.	Particular	Amount (₹ in lakhs)
1	Two percent of average net profit of the company as per sub-section (5) of section 135	17.66
2	Total amount spent for the Financial Year	19.72
3	Excess amount spent for the Financial Year [(ii)-(i)]	2.06
4	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0.36
5	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	1.70

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not applicable

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

S. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/ No)	Mode of implementation - Through implementing agency	
A	Tree plantation	(iv)	Yes	Rajasthan	Bikaner	14.12 Lakhs	Yes	None	None
		Total				14.12 Lakhs			

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

- (a) Date of creation or acquisition of the capital asset(s): Not applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset: Not applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete Address and location of the capital asset): Not applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5) of the Companies Act, 2013: None.

By Order of the Board
For **MBL Infrastructure Ltd.**

Place: New Delhi
Date: 26th May, 2023

Anjaneer Kumar Lakhota
Chairman & Managing Director

Annexure - D

Form No. AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARY COMPANIES

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

(₹ in lakhs)

Particulars		Name of the Subsidiary Company					
1.	Name of the Subsidiary Company	AAP Infrastructure Ltd.	MBL Highway Development Company Ltd.	MBL (MP) Toll Road Company Ltd.	Suratgarh Bikaner Toll Road Company (P) Ltd.	MBL Projects Limited	MBL (MP) Road Nirman Company Ltd.
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting period of Subsidiary and Holding Company are same	Reporting period of Subsidiary and Holding Company are same	Reporting period of Subsidiary and Holding Company are same	Reporting period of Subsidiary and Holding Company are same	Reporting period of Subsidiary and Holding Company are same	Reporting period of Subsidiary and Holding Company are same
3	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	INR	INR	INR	INR	INR	INR
4	Share capital	1,200.00	6,189.80	1,500.00	17,007.00	2,984.25	4,510.00
5	Reserves & Surplus	(2,127.85)	(24,464.48)	(1,048.32)	(16,010.54)	(1,486.34)	(4,598.27)
6	Total assets	152.27	16.60	5,429.47	70,483.27	1,498.77	30.45
7	Total Liabilities	152.27	16.60	5,429.47	70,483.27	1,498.77	30.45
8	Investments	-	-	-	-	0.02	-
9	Turnover	-	-	104.06	9,823.51	-	-
10	Profit before taxation	(34.03)	(2,429.37)	(279.86)	(2,792.00)	(89.65)	(0.55)
11	Provision for taxation	-	-	11.89	(6.47)	-	-
12	Profit after taxation	(34.03)	(2,429.37)	(291.75)	(2,785.53)	(89.65)	(0.55)
13	Proposed Dividend	-	-	-	-	-	-
14	% of shareholding*	100	100	100	100	100	100

* Includes shares held by wholly owned subsidiary Company, MBL Projects Ltd.

1	Whether the Subsidiary has commenced operations	Yes	No	Yes	Yes	Yes	No
2	Whether the Sub-Subsidiary has been liquidated or sold during the year	No	No	No	No	No	No

For **MBL Infrastructure Ltd.**

Place: New Delhi
 Date: 29th May, 2023

Anjaneer Kumar Lakhota
 Chairman & Managing Director

Annexure - E

Form No. MR-3

Secretarial Audit Report For The Financial Year Ended 31st March, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
MBL Infrastructure Limited
(Formerly, known as MBL Infrastructures Limited)
Baani Corporate One, Suite no. 308,
3rd Floor, Plot No. 5, Commercial Centre,
Jasola, New Delhi- 110025

I, Mehak Gupta, Proprietor of M/s. Mehak Gupta & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MBL Infrastructure Limited (Formerly, known as MBL Infrastructures Limited) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under (as amended from time to time)
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (as amended from time to time)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (as amended from time to time)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (as amended from time to time) :- *Not applicable to the Company during the audit period*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as amended from time to time)
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time)
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time)
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time)
 - (e) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time) :- *Not applicable to the Company during the audit period*
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time) :- *Not applicable to the Company during the audit period*
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (as amended from time to time)

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (as amended from time to time) :- *Not applicable to the Company during the audit period*
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as amended from time to time) :- *Not applicable to the Company during the audit period*
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (as amended from time to time)

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

- (i) Secretarial Standard- 1 (Meetings of Board of Directors) and Secretarial Standard- 2 (General Meetings) issued by The Institute of Company Secretaries of India.
- (ii) The Listing agreements entered into by the Company with National Stock Exchange of India Ltd and BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards, etc mentioned above subject to the following observations:

Fine has been imposed under Regulation 23(9) for delay in submission of RPT for the half year ended 31.03.2022 by a day by both BSE & NSE.

The Company vide letter dated 09.07.2022 made submissions that filing of RPT for the half year ended 31.03.2022 was within the stipulated period and hence there was no non-compliance. The Company had again made submissions on 25.07.2022 reiterating its earlier submission and further stated that the time line for compliance of Regulation has to be read separately and cannot be inter-link or connected with any other regulation as is the case of the Company. Since no reply was received from the exchange, the Company has paid fine under protest with a request that an opportunity be provided to it for making submissions/representation before the relevant Committee. Further reply from Exchanges is awaited.

I, further report that having regard to compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company :

- (A) Contract Labour (Regulation and Abolition) Act, 1970
- (B) Building and other Constructions Workers (BOCW) Act, 1996.

I, further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive/Whole time Directors and Independent Directors.

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

Decisions at the Board meeting were taken unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

I, further report that

1. The Hon'ble Supreme Court by its order and Judgement dated 18.01.2022 has disposed of the civil appeal filed against the Hon'ble NCLAT order dated 16.08.2019. The Resolution Plan of the Company has accordingly attained finality.
2. During the audit period under review; in the Board Meeting held on 28th May, 2022 Mr. Surender Aggarwal (DIN: 07272927) was re-appointed as Whole Time Director/Executive Director of the Company with effect from 1st October, 2022 to 30th September 2023 and his re-appointment was duly approved by the shareholders in the Annual General Meeting held on 30th July, 2022.
3. During the audit period under review, in the Board Meeting held on 28th May, 2022 M/s SARC & Associates, Chartered Accountants, (Firm Registration No. 006085N) were re-appointed as Statutory Auditors of the Company for a second term of five consecutive years, till the Annual General Meeting to be held in the calendar year 2027. The re-appointment was approved by the shareholders in the Annual General Meeting held on 30th July, 2022 on such remuneration mutually agreed and approved by the Board.
4. During the audit period under review, the shareholders in the Annual General Meeting held on 30.07.2022 approved change in name of the Company from 'MBL Infrastructures Ltd.' to 'MBL Infrastructure Ltd.' thereafter, on application being made by the Company, ROC, Delhi has issued thereof a fresh certificate of incorporation dated 31st August, 2022.



5. The Company had made submissions to NSE for waiver of fine for alleged lapse of Regulation 17(1) of SEBI (LODR) Regulations, 2015. BSE after considering the submissions made by the Company had vide letter dated 23.06.2021 waived the fine. However, such submissions were not considered by NSE. The Company vide letter dated 19.04.2022 once again reiterated the grounds for waiver of fine and referred to the NSE circular dated 31.03.2022 under which the Company falls under the category of "commonly listed entity" and requested that the decision taken by BSE on waiver of fine should also be applicable to NSE to maintain the uniformity at both the exchanges and the amount of fine paid under protest be refunded to the Company. The Company vide letter dated 06.04.2023 has again reiterated its submissions made in letter dated 19.04.2022 to NSE for refund of fine of Rs. 7.23 lakhs paid under protest on 05.07.2021, in terms of exchange circular dated 31.03.2022 related to "Fine Waiver". Further reply/communication from NSE is awaited.

This Report is to be read with my letter of even date which is annexed as Annexure 1 and forms an integral part of this Report.

For Mehak Gupta & Associates

Mehak Gupta

Proprietor

FCS No.: 10703, C P No.: 15013

UDIN: S2015DE321900

PR Unique Code: S2015DE321900

PR Certificate No.: 1643/2022

Place: Delhi

Date: 25th May, 2023

Annexure - 1

To,

The Members,

MBL Infrastructure Limited

(Formerly, known as MBL Infrastructures Limited)

Baani Corporate One, Suite no. 308,

3rd Floor, Plot No. 5, Commercial Centre,

Jasola, New Delhi- 110025

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records cost records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mehak Gupta & Associates

Mehak Gupta

Proprietor

FCS No.: 10703, C P No.: 15013

UDIN: S2015DE321900

PR Unique Code: S2015DE321900

PR Certificate No.: 1643/2022

Place: Delhi

Date: 25th May, 2023

Annexure - F

Form No. MR-3

Secretarial Audit Report For The Financial Year Ended 31st March, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Suratgarh Bikaner Toll Road Company Private Limited
Divine Bliss, 2/3, Judges Court Road, 1st Floor, Kolkata,
West Bengal-700027

I, Kuldeep Dahiya, Proprietor of Kuldeep Dahiya & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Suratgarh Bikaner Toll Road Company Private Limited (Hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 and made available to me, according to the provisions of:

- (i) The Companies Act, 2013 (as amended) (the Act) and the rules made there under (as amended from time to time)
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (as amended from time to time) - *Not applicable to the Company during the audit period*
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (as amended from time to time)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (as amended from time to time) - *Not applicable to the Company during the audit period*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) - *Not applicable to the Company during audit period*
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time) - *Not applicable to the Company during audit period*
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) - *Not applicable to the Company during audit period*
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) - *Not applicable to the Company during audit period*
 - e) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time) - *Not applicable to the Company during the audit period*
 - f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time) - *Not applicable to the Company during the audit period*
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (as amended from time to time)

- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (as amended from time to time)- *Not applicable to the company during the audit period*
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as amended from time to time)- *Not applicable to the company during the audit period*
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (as amended from time to time)- *Not applicable to the company during the audit period*

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

- (i) Secretarial Standard- 1 (Meetings of Board of Directors) issued by The Institute of Company Secretaries of India.
- (ii) Secretarial Standard- 2 (General Meetings) issued by The Institute of Company Secretaries of India.

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

I further report that

The Board of Directors of the Company is duly constituted and there were no changes in directors and key managerial personnel during the audit period. Adequate notices is given to directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance to directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings were carried out unanimously as recorded in the minutes of the Board of Directors.

Based on the information provided by the Company and authorized representatives during the conduct of the audit, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The company is generally regular in filing of e-forms with the Registrar of Companies within the time prescribed under the Act.

This Report is to be read with my letter of even date which is annexed as Annexure 1 and forms an integral part of this Report.

**For Kuldeep Dahiya & Associates
Company Secretaries**

Kuldeep Dahiya

Proprietor

ACS No.: 34404

C P No.:18930

PR: 2581/2022

PR Unique Code: S2017HR515900

UDIN: A034404E000221162

Place: Sonapat

Date: 28th April, 2023

Annexure - 1

To,

The Members,

Suratgarh Bikaner Toll Road Company Private Limited
Divine Bliss, 2/3, Judges Court Road, 1st Floor, Kolkata,
West Bengal-700027

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. I have not verified the correctness and appropriateness of financial records, and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Kuldeep Dahiya & Associates
Company Secretaries**

Kuldeep Dahiya

Proprietor

ACS No.: 34404

C P No.:18930

PR: 2581/2022

PR Unique Code: S2017HR515900

UDIN: A034404E000221162

Place: Sonapat

Date: 28th April, 2023

Standalone Financial Statements

INDEPENDENT AUDITOR'S REPORT

To The Members of
MBL Infrastructure Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **MBL Infrastructure Limited** ("the Company"), which comprise the standalone balance sheet as at March 31, 2023, and the standalone statement of profit and loss including other comprehensive income, the standalone statement of changes in equity and the standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations provided to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 as amended ("Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit, including other comprehensive income, changes in equity and cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards of Auditing (SAs) as specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion on the standalone financial statements.

Key Audit Matters

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

Description of Key Audit Matters

Measurement of Construction Revenue - Refer Note 3(n)	
The Key Audit Matters	How the matter was addressed in audit
<p>Revenue from construction contracts represents significant portion of the total revenue from the operations of the Company. Revenue from these contracts is recognized on satisfaction of performance obligation over time in accordance with the requirements of relevant Indian accounting standards.</p> <p>The Company has contracts whose revenue recognition can be dependent on a high level of judgement over the percentage of completion. It is based on their best estimate of the costs to complete, claims and ability to deliver the contract within the contractual time limit.</p> <p>The Company's current year revenue from construction contracts and amount of expenses incurred, arise from transaction with related parties as well. These related parties are principally subsidiaries and JV (Enterprise-Participation) of the Company.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Obtaining an understanding and consideration of the appropriateness of the policies in respect of revenue recognition against the criteria in the Indian accounting standards. • Evaluated the design and implementation and tested operating effectiveness of key controls (including IT controls) around the contract price, estimation of costs to complete management's testing of these attributes. • Understanding and documenting the contract and other related contractual provisions including contractually agreed deliverables, termination rights, penalties for delay, etc to understand the nature and scope of the arrangements with the customer. • Assessing key judgements inherent in the estimation of significant construction contract projects. It includes comparing the stage-of-completion and costs of completion on significant projects.

The Company uses an input method based on costs incurred to measure progress of the projects. Under this approach, the Company recognises revenue based on the costs incurred to date relative to the estimated total costs to complete the performance obligation. Profit is not recognised until the outcome of the contract is fairly certain.

Revenues, total estimated contract costs and profit recognition may deviate significantly from original estimates based on new knowledge about cost overruns and changes in project scope over the term of a construction contract.

- We assessed the estimated costs to complete, variations in contract price and contract costs and underlying invoices, signed contracts/statements of work completed for all ongoing projects.
- We understood and documented the Company's process for identifying related parties and recording related party transactions. We have also assessed the Company's key controls in relation to the assessment and approval of related party transactions and examined the Company's disclosures in respect of the transactions.
- We tested on test check basis, the approvals of the Audit Committee and Board of Directors for related party transactions.
- We tested samples of manual journals posted to revenue to identify unusual items.
- We checked adequacy of the disclosures made in note 45 to the Company's standalone financial statements are compliant with Ind AS -115.

Assessment of recoverability of investments in subsidiaries - Refer Note 4 (c)

The Key Audit Matters

The Company has significant investments in subsidiaries which carry out road and other infrastructure projects.

The carrying amount of the investments in subsidiaries held at cost less impairment as at March 31, 2023 is Rs.30,299.48 lakhs.

The Company has investments in subsidiaries which are considered to be associated with significant risk in respect of valuation of such investments. Changes in business environment could also have a significant impact on the valuation of these investments. These investments are carried at cost less any diminution in value of such investments. The investments are examined for impairment at each reporting date.

These investments are unquoted and hence it is difficult to measure the realisable amount of these investments.

The Company performs an annual assessment of its investments in subsidiaries, to identify any indicators of impairment. The recoverable amount of the CGUs which is based on the higher of the value in use or fair value less costs to sell, has been derived from discounted forecast cash flow models.

These models use several key assumptions, concerning estimates of future revenue growth and recoveries from claims filed, concession period, operations costs, the discount rate and assessments of the status of the project and cost of complete balance work.

How the matter was addressed in audit

Our audit procedures included:

- We have evaluated the design and implementation and tested the operating effectiveness of key controls placed around the impairment assessment process of the recoverability of the investments made including the estimation of future cash flows forecasts, the process by which they were produced and discount rates used.
- We have assessed the Company's identification of CGU with reference to the guidance in the applicable Indian accounting standards.
- Assessed the net worth of subsidiaries on the basis of latest available financial statements.
- We focused on the sensitivity in the difference between the estimated value and book values of the projects, where change in assumptions could cause the carrying amount to exceed its estimated present value. We also assessed the historical accuracy of the Company's estimates
 - Comparing the carrying amount of investments with the relevant subsidiaries balance sheet to identify their net assets, being an approximation of their minimum recoverable amount. Instances where the net assets are in excess of their carrying amount and assessed that those subsidiaries have historically been profit-making.
 - For the investments where the carrying amount exceeded the net asset value, compare the carrying amount of the investment with the expected value of the business calculated based on discounted cash flows.
- We focused on key assumptions which were most sensitive to the recoverable value of the intangible asset. We also assessed the historical accuracy of the Company's estimates.

We reviewed and assessed the work performed by management's external valuation experts, including the valuation methodology and the key assumptions used. We also assessed the competence, capabilities and objectivity of the experts used by the management in the process of evaluating impairment model.

Disputed Tax Matters - Refer Note 3(I)	
The Key Audit Matters	How the matter was addressed in audit
<p>Tax litigation exposures have been identified as a key audit matter due to:</p> <ul style="list-style-type: none"> • Significance of these amounts. • Significant judgment and assumptions required by management in assessing the exposure of each case to evaluate whether there is a need to set up a provision and measurement of exposures as well as the disclosure of contingent liabilities. <p>Additionally, the treatment of tax litigation requires significant judgement due to the complexity of the cases and, timescales for resolution.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • Obtained understanding and assessed the internal control environment relating to the identification, recognition and measurement of provisions for disputed tax matters. • Obtained the summary of disputed tax matters from management and assessed management's position through discussions on both the probability of success in significant cases, and the magnitude of any potential loss. • Read evidence to corroborate management's assessment of the risk profile in respect of tax disputed matters. • We involved tax specialists to assist us in evaluating tax positions taken by management. <p>We assessed the disclosures relating to the disputed tax matters as mentioned in note 42 of the Standalone Ind AS financial statements.</p>

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of the Management for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management 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 management 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 Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 statements made by the Management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Emphasis of Matter

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

- a. Note 3(a) regarding the approval of Resolution Plan of the Company under the Insolvency & Bankruptcy Code, 2016 (IBC, 2016) by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata by its order dated April 18, 2018. The appeals filed by some of the banks were dismissed by the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by its order dated August 16, 2019 finding them without any merit. The Hon'ble Supreme Court by its order dated January 18, 2022 has dismissed the civil appeal no. 8411 of 2019 filed by one of the dissenting banks against the Hon'ble NCLAT order dated August 16, 2019. The Resolution Plan has accordingly attained finality.
- b. Note 6.3 regarding Investments by the Company as at March 31, 2023 (i) Non-Current Investment amounting to Rs.1,000.00 lakhs (March 31, 2022; Rs.1,000.00 lakhs) in MBL (MP) Road Nirman Company Limited; (ii) Non-Current Investment amounting to Rs.1,200.00 lakhs (March 31, 2022; Rs.1,200.00 lakhs) in AAP Infrastructure Limited; (iii) Non-Current Investment amounting to Rs.5,110.00 lakhs (March 31, 2022; Rs.5,110.00 lakhs) in MBL Highway Development Company 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, 2023 has 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 & conditions implicit in the contract in respect of the cancelled/terminated projects. Considering the contractual tenability; legal advice obtained 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 investments and, therefore, has considered the investment in the above subsidiaries as good and recoverable.

- c. Note 6.4 regarding Non-Current Investment as at March 31, 2023 amounting to Rs.2,984.25 lakhs (March 31, 2022; Rs.2,984.25 lakhs) holds 100% shares in MBL Projects Ltd., the net worth of the subsidiary which does not represent true market value. The subsidiary holds shares in downstream SPVs in which projects were cancelled. Claims have been filed against cancellation of projects. These claims are based on the terms & conditions implicit in the contract in respect of cancelled projects. Considering the contractual tenability, legal advice obtained and progress of arbitration/ litigation, the management is confident of recovery in these claims. In view of this, the management is confident that the realisable amount is higher than the carrying value of non-current assets and therefore considering the investment in the above subsidiary as good and recoverable.
- d. Note 6.5 regarding Non-Current Investment as at March 31, 2023 amounting to Rs.18,505.23 lakhs (March 31, 2022; Rs.18,505.23 lakhs) holds 100% shares in Suratgarh Bikaner Toll Road Company Private Limited which has started toll operations effective February 17, 2019. The net worth of the subsidiary does not represent true market value as the value of underlying investments/ assets. Based on TEV study report, certain estimates like future business plan, growth prospects and other factors, the management is confident that the realisable amount is higher than the carrying value of non-current assets and therefore considering the investment in the above subsidiary as good and recoverable.
- e. Note 35.1 regarding non provision of interest in view of 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. The Working Capital Banks are yet to implement the approved Resolution Plan and therefore interest etc. has not accrued to them. Accordingly, no provision for interest amounting to Rs.2,301.74 lakhs (March 31, 2022; Rs.385.20 lakhs) has been made for year ended March 31, 2023. Hon'ble NCLAT vide order & Judgment dated May 23, 2023 has dismissed the appeal filed by one of the banks against Hon'ble NCLT, Kolkata order dated March 11, 2022 and has directed all stakeholders to carry out all their obligations for implementation of the approved Resolution Plan under IBC, 2016. Hon'ble NCLT by its order dated March 11, 2022 has directed working capital consortium to take necessary steps for implementation of approved Resolution Plan and the period from April 18, 2018 till January 18, 2022 when the Hon'ble Supreme Court passed the order & judgement dated January 18, 2022 be formally excluded from the calculation of the period of implementation of the Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of the Resolution Plan.
- f. Note 42.2 regarding judgments of the Hon'ble Supreme Court, whereby 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 Company and are not acknowledged as debt.
- g. Note 46.1 regarding recognition of deferred tax assets (net) on conservative basis as at March 31, 2023 amounting to Rs.15,144.78 lakhs (March 31, 2022 Rs.15,118.67 lakhs) corresponding to unused brought forward income tax losses pursuant to the provisions of Ind AS 12 "Income Taxes," 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.
- h. Note 52 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 claims is recognised to the extent the Company is reasonably certain of their realisation. Realisation of above claims may be lower than the claims recognized if the Company decides to settle the same out of court in future considering the substantial time involved in litigation. Impact thereof will be considered in the year of such settlement.

Our opinion is not modified in respect of above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/ provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2023 on its financial position in its standalone financial statements - Refer Note 42 to the standalone financial statement;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2023. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by its subsidiaries companies incorporated in India.
- iv. (a) Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on our audit procedures conducted that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that cause us to believe that the representation under sub-clause (a) & (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.

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

Kamal Aggarwal
Partner

Membership No.: 090129
UDIN: 23090129BGZHXC6287

Place: New Delhi
Date: 29th May, 2023

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MBL Infrastructure Limited of even date)

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

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has no intangible assets and hence reporting under clause 3(1)(a)(B) of the Order is not applicable.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of buildings and title deeds of all other immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) According to the information and explanations provided to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion and according to the information and explanations provided to us, the interval of such physical verification is reasonable having regard to size of the Company and nature of its business. The discrepancies noticed on physical verification of inventories as compared to book records were less than 10% in aggregate for each class of inventory and same have been properly dealt within books of account.
- (b) The Company has not been sanctioned any working capital limits during the year from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnership or any Other Parties during the year except Corporate Guarantees for project centric finance of its Subsidiary Companies. Hence Clause 3(iii)(c), (d), (e) & (f) of the Order is not applicable.
 - (a) Based on the audit procedures carried on by us and as per the information and explanation given to us, the Company has provided Corporate Guarantees in respect of project centric financial participation in the projects of subsidiary Companies for Rs.36,620.72 Lakhs. Banks have issued guarantee on behalf of the Company which have been disclosed in note 42(a).
 - (b) The Company has not made any investment during the year. The terms and conditions of the Corporate Guarantees provided for Subsidiary Companies are not prejudicial to the Company's interest.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees, and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of Section 73 to 76 of the Act. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 in respect of the Company's products/services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the record with a view to determine whether they are accurate and complete.

(vii) According to the information and explanations provided to us and the records of the Company examined by us:

- (a) The Company has generally been regular in depositing, undisputed statutory dues including goods and service tax (GST), provident fund, employee state insurance, income tax, sale tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authority. There are no undisputed amounts payable in respect of these statutory dues, which were outstanding at the year-end for a period of more than six months from the date they become payable except the amounts payable on deferral basis as per the Resolution Plan approved vide an Order dated April 18, 2018 of Hon'ble NCLT under Insolvency & Bankruptcy Code, 2016 read with Order dated August 16, 2019 of Hon'ble NCLAT, Order & Judgment of Hon'ble Supreme Court dated January 18, 2022, Order dated March 11, 2022 of Hon'ble NCLT and Order and Judgment dated May 23, 2023 of Hon'ble NCLAT.
- (b) The dispute and the forum regarding the statutory due are as follows. These have not been acknowledged as debt by the Company on the basis of legal opinion but have been shown under contingent liabilities.

Name of Statute	Nature of Dues	Amount (Rs. In Lakhs)	Period to which amount relates	Forum
Goods and Services Tax Act, 2017	GST	244.57	FY 2017-18	Appellate Authority
Goods and Services Tax Act, 2017	GST	1.87	FY 2018-19	Appellate Authority
Goods and Services Tax Act, 2017	GST	31.35	FY 2019-20	Appellate Authority
Goods and Services Tax Act, 2017	GST	27.94	FY 2020-21	Appellate Authority
Goods and Services Tax Act, 2017	GST	0.92	FY 2021-22	Appellate Authority

(viii) According to the information and explanations provided to us and the records of the Company examined by us, there are no transactions in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of accounts.

- (ix) (a) The Company has not taken any loans or other borrowings from any lender except the loans outstanding at the time of approval of Resolution Plan. Hence the reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year except the term loans outstanding at the time of Resolution Plan and hence, the reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year and hence the reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (Including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or fully, or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and unto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013 and hence the reporting under clause (xii) of the Order is not applicable.
- (xiii) Transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to standalone financial statements, as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence the reporting under clause 3(xv) of the Order is not applicable.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable.
(b) The Company has not conducted non-banking financial or housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable.
(c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable.
(d) The Company is no Core Investment Company as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi) (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year and accordingly, the reporting under clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations provided to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, the reporting under clause 3(xx)(a) of the Order is not applicable.
(b) There are no unspent amounts towards Corporate Social Responsibility (CSR) on ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (6) of Section 135 of the said Act. Accordingly, the reporting under clause 3(xx)(b) of the Order is not applicable.

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

Kamal Aggarwal
Partner

Membership No.: 090129
UDIN: 23090129BGZHXC6287

Place: New Delhi
Date: 29th May, 2023



ANNEXURE 'B'

To the Independent Auditors Report on Standalone Financial Statements of **MBL Infrastructure Limited** for the year ended March 31, 2023

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (hereinafter referred to as "the Act")

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial controls with reference to the standalone financial statements of **MBL Infrastructure Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial

statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial controls with reference to the Financial Statements

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

Inherent Limitations of Internal Financial controls with Reference to the Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the standalone financial statements and such internal financial controls were operating effectively as at March 31, 2023, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

Kamal Aggarwal
Partner
Membership No.: 090129
UDIN: 23090129BGZHXC6287

Place: New Delhi
Date: 29th May, 2023

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
Assets			
(1) Non Current Assets			
(a) Property, Plant and Equipment	5	4,641.43	5,281.91
(b) Financial Assets			
(i) Investments	6	30,299.48	30,299.50
(ii) Trade Receivables	7	1,53,132.95	1,49,479.99
(iii) Other Financial Assets	8	717.44	658.77
(c) Deferred Tax Assets (net)	9	15,144.78	15,118.67
(d) Non Current Tax Asset (net)	10	347.16	234.35
(e) Other Non Current Assets	11	12,076.69	13,446.25
(2) Current Assets			
(a) Inventories	12	307.39	353.24
(b) Financial Assets			
(i) Trade Receivables	13	14,322.97	6,329.68
(ii) Cash and Cash Equivalents	14	268.48	747.59
(iii) Other Bank Balances	15	18.53	18.77
(iv) Other Financial Assets	16	1,306.92	1,544.25
(c) Current Tax Asset	17	9,182.32	9,182.32
(d) Other Current Assets	18	9,975.37	17,890.30
Total Assets		2,51,741.91	2,50,585.59
Equity and Liabilities			
Equity			
(a) Equity Share Capital	19	10,475.46	10,475.46
(b) Other Equity	20	1,13,271.92	1,12,684.01
Liabilities			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	69,481.26	69,093.68
(ii) Trade Payables			
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	22	3,799.65	3,530.37
(iii) Other Financial Liabilities	23	-	-
(b) Provisions	24	459.68	947.74
(c) Other Non Current Liabilities	25	38,513.41	38,513.41
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	26	9,048.33	9,433.94
(ii) Trade Payables			
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	27	735.23	4,334.59
(iii) Other Financial Liabilities	28	190.31	1,391.28
(b) Other Current Liabilities	29	2,345.00	176.59
(c) Provisions	30	3,421.66	4.52
Total Equity and Liabilities		2,51,741.91	2,50,585.59

Significant Accounting Policies

1-4

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

As per our report of even date attached

For and on behalf of the Board of Directors
For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

per Kamal Aggarwal

Partner

Membership No.: 090129

Darshan Singh Negi

Chief Financial Officer

Membership No.: 090129

Anjaneer Kumar Lakhotia

Chairman & Managing Director

DIN-00357695

Place: New Delhi

Date: May 29, 2023

Anubhav Maheshwari

Company Secretary

Sunita Palita

Director

DIN-00365901

Standalone Statement of Profit and Loss for the year ended March 31, 2023

(₹ in lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from Operations	31	8,133.09	7,411.47
Other Income	32	13,123.45	8,736.82
(A) Total Income		21,256.54	16,148.29
Expenses			
Cost of Materials Consumed	33	1,902.72	1,992.84
Employee Benefits Expense	34	678.05	714.42
Finance Costs	35	271.23	32.46
Depreciation and Amortisation Expense	36	638.17	1,099.02
Other Expenses	37	17,215.49	11,603.57
(B) Total Expenses		20,705.66	15,442.31
(C) Profit/ (Loss) before Exceptional Items and Tax (A-B)		550.88	705.98
(D) Exceptional Items (net)		-	-
(E) Profit/ (Loss) before Tax (C+D)		550.88	705.98
(F) Tax Expense:			
(1) Current Tax		-	-
(2) Deferred Tax	46(b)	(28.84)	(5,653.10)
(3) Income tax for Earlier Years		-	-
(G) Profit/ (Loss) for the year (E-F)		579.72	6,359.08
Other Comprehensive Income			
i. Items that will not be reclassified to Statement of Profit and Loss Remeasurement of defined benefit plans		10.92	1.86
ii. Income Tax relating to above		(2.73)	(0.45)
(H) Total Other Comprehensive Income for the year (net of tax)		8.19	1.41
Total Comprehensive Income for the year (G+H) (comprising Profit/(Loss) for the period and Other Comprehensive Income for the year)		587.91	6,360.49
Earnings per Equity Share (Face Value Rs.10/- each)(in Rs.)			
Basic and Diluted	44	0.55	6.07

Significant Accounting Policies

1-4

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

As per our report of even date attached

For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

For and on behalf of the Board of Directors**per Kamal Aggarwal**

Partner

Membership No.: 090129

Darshan Singh Negi

Chief Financial Officer

Anjaneer Kumar Lakhota

Chairman & Managing Director

DIN-00357695

Place: New Delhi

Date: May 29, 2023

Anubhav Maheshwari

Company Secretary

Sunita Palita

Director

DIN-00365901

Standalone Statement of changes in equity for the year ended March 31, 2023

A. Equity Share Capital

(₹ in lakhs)

Particulars	No. of Shares	Share Capital
Balance as on April 1, 2021	10,47,54,624	10,475.46
Change in Equity share capital due to prior period errors	-	-
Restated balance at the beginning of the previous reporting period	-	-
Change in Equity share capital during the previous year	-	-
Balance as on April 1, 2022	10,47,54,624	10,475.46
Change in Equity share capital due to prior period errors	-	-
Restated balance at the beginning of the previous reporting period	-	-
Change in Equity share capital during the previous year	-	-
Balance as on March 31, 2023	10,47,54,624	10,475.46

B. Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus						Total
	Capital Reserve	Securities Premium Reserve	Debenture Redemption Reserve	General Reserve	Retained Earnings	Other items of other Comprehensive Income (Remeasurement of Defined Benefit Plans)	
Balance as at April 1, 2021	40,308.22	20,703.24	22,021.27	12,941.14	10,349.65		1,06,323.52
Profit/ (Loss) for the year					6,359.08		6,359.08
Total Comprehensive Income for the current year	-	-	-	-	-	1.41	1.41
Transfer to Retained Earnings from Other Comprehensive Income	-	-	-	-	1.41	(1.41)	-
Balance as at April 1, 2022	40,308.22	20,703.24	22,021.27	12,941.14	16,710.14		1,12,684.01
Profit/ (Loss) for the year					579.72		579.72
Total Comprehensive Income for the current year	-	-	-	-	-	8.19	8.19
Transfer to Retained Earnings from Other Comprehensive Income	-	-	-	-	8.19	(8.19)	-
Balance as at March 31, 2023	40,308.22	20,703.24	22,021.27	12,941.14	17,298.05		1,13,271.92

Refer Note No 20 for nature and purpose of reserves

Significant Accounting Policies

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

As per our report of even date attached

For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

per **Kamal Aggarwal**

Partner

Membership No.: 090129

Place: New Delhi

Date: May 29, 2023

For and on behalf of the Board of Directors

Darshan Singh Negi

Chief Financial Officer

Anjaneer Kumar Lakhota

Chairman & Managing Director

DIN-00357695

Anubhav Maheshwari

Company Secretary

Sunita Palita

Director

DIN-00365901

Standalone Cash Flow Statement for the year ended March 31, 2023

(₹ in lakhs)

Particulars		For the Year ended March 31, 2023	For the Year ended March 31, 2022
A.	Cash Flow from Operating Activities		
	Net Profit/ (Loss) Before Exceptional Items & Tax	550.88	705.98
	Adjustments for:		
	Depreciation and Amortisation	638.17	1,099.02
	Finance Costs	271.23	32.46
	Interest Income	(13,086.37)	(8,723.39)
	Operating Profit/ (Loss) before Working Capital Changes	(11,626.09)	(6,885.93)
	Working Capital Adjustments:		
	(Increase) / Decrease in Inventories	45.86	36.79
	(Increase) / Decrease in Trade Receivables	1,399.81	(8,061.86)
	(Increase)/ Decrease in Other Current and Non-Current Financial Assets	277.88	(117.11)
	(Increase)/ Decrease in Other Current and Non-Current Assets	9,231.85	17,518.37
	Increase/ (Decrease) in Current and Non-Current Trade Payables	(3,330.08)	(424.83)
	Increase/ (Decrease) in Other Current and Non-Current Financial Liabilities	(6.91)	(1,239.35)
	Increase/ (Decrease) in Other Current and Non-Current Liabilities & Provisions	3,644.94	(533.88)
	Cash Generated from/ (used for) Operations	(362.74)	292.20
	Taxes Paid (net)	(112.81)	(135.51)
	Net Cash Generated from/ (used in) Operating Activities (A)	(475.55)	156.69
B.	Cash Flow from Investing Activities		
	(Purchase)/Sale Proceeds of Property, Plant & Equipment	(3.58)	(31.48)
	Deposits with banks having maturity more than three months	-	-
	Investment Written Off	0.02	7.26
	Net Cash Generated from/ (used in) Investing Activities (B)	(3.56)	(24.22)
C.	Cash Flow from Financing Activities		
	Proceeds from/(Repayment of) Long Term Borrowings (net)	-	-
	Interest and Finance Charges Paid	-	-
	Net Cash Generated from/ (used in) Financing Activities (C)	-	-
	Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	(479.11)	132.47
	Cash and Cash Equivalents (at the beginning of the year)	747.59	615.12
	Cash and Cash Equivalents (at the end of the year)	268.48	747.59
	Net Increase/(Decrease) in Cash & Cash Equivalents	(479.11)	132.47
	**Cash and Cash Equivalents as per Balance Sheet (Note no. 14)	268.48	747.59
	Cash & Cash Equivalents (Closing Balance)	268.48	747.59



Standalone Cash Flow Statement for the year ended March 31, 2023

Note:

1. The standalone cash flow statement has been prepared using indirect method as set out in Indian Accounting Standard 7 "Statement of Cash Flows"
2. Reconciliation of Liabilities arising from Financing Activities

Particulars	As at March 31, 2022	Non cash Flow- Others	Non Cash Flow- Fair Value Changes	As at March 31, 2023
Long Term Borrowings	69,093.68	387.58	1.98	69,481.26
Short Term Borrowings	9,433.94	(385.60)	-	9,048.33

Significant Accounting Policies

1-4

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

As per our report of even date attached

For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

per Kamal Aggarwal

Partner

Membership No.: 090129

Place: New Delhi

Date: May 29, 2023

For and on behalf of the Board of Directors

Darshan Singh Negi

Chief Financial Office

Anubhav Maheshwari

Company Secretary

Anjaneer Kumar Lakhota

Chairman & Managing Director

DIN-00357695

Sunita Palita

Director

DIN-00365901

Notes to the Standalone Financial Statements for the year ended March 31, 2023

1. CORPORATE AND GENERAL INFORMATION

MBL Infrastructure Limited ("the Company") is a public limited company domiciled and incorporated in India and its equity shares are listed at Bombay Stock Exchange (BSE) & National Stock Exchange (NSE). The registered office is located at Baani Corporate One Tower, Suite No. 308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi- 110025, India. The Company is engaged in the execution of civil Engineering infrastructure projects: Roads and Highways (Construction, BOT, O&M), Building, Housing & Urban Infrastructure, Railways/ Metro and other infrastructure.

2. STATEMENT OF COMPLIANCE AND RECENT ACCOUNTING PRONOUNCEMENTS

(a) Statement of Compliance

The standalone financial statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. These financial statements have been approved for issue by the Board of Directors at its meeting held on May 29, 2023.

(b) Recent accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is a notification which is applicable from April 1, 2022. The company has adopted the amendments vide Companies (Indian Accounting Standard) Amendment Rules, 2022 notifying amendment to existing Ind AS. These amendments to the extent relevant to the company's operation were relating to Ind AS 16 "Property, Plant and Equipment" which clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" which specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

There were other amendments in various standards including Ind AS 101 "First-time Adoption of Indian Accounting Standards", Ind AS 103 "Business Combinations", Ind AS 109 "Financial Instruments", and Ind AS 41 "Agriculture" which have not been listed herein above since these are not relevant to the company.

Revision in these standards did not have any material impact on the profit/loss and earning per share for the year

MCA issued notification dated March 31, 2023 to amend existing Ind AS vide Companies (Indian Accounting Standard) Amendment Rules, 2023. These amendments to the extent relevant to the company's operation include amendment to Ind AS 1 "Presentation of Financial Statements" which requires the entities to disclose their material accounting policies rather than their significant accounting policies, Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" which has introduced a definition of 'accounting estimates' and include amendments to help entities distinguish changes in accounting policies from changes in accounting estimates. Further consequential amendments with respect to the concept of material accounting policies have also been made in Ind AS 107 "Financial Instruments: Disclosures" and Ind AS 34 "Interim Financial Reporting" Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements.

There are other amendments in various standards including Ind AS 101 "First-time Adoption of Indian Accounting Standards", Ind AS 103 "Business Combinations", Ind AS 109 "Financial Instruments", Ind AS 115 "Revenue from Contracts with Customers", Ind AS 12 "Income Taxes" which has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences and Ind AS 102 "Share-based Payment" which have not been listed herein above since these are not relevant to the company.

Even though the company will evaluate the impact of above, none of these amendments as such are vital in nature and are not likely to have material impact on the financial statements of the company.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The Standalone Financial Statements have been prepared on going concern basis under the historical cost convention on accrual basis except certain financial instruments that are measured in terms of relevant Ind AS at fair value at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

Operating cycle for the business activities of the company covers the normal duration of the project/ contract/ service including the defect obligation period, wherever applicable, and extends up to the realisation of receivables (including retention money) within the credit period normally applicable to the respective project. In cases where the operating cycle cannot be identified in the normal course, the same has been assumed to have duration of twelve months. Accordingly, all Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The standalone financial statements are presented in Indian Rupees ('INR'), which is the Company's functional and presentation currency and all amounts are rounded to the nearest Lakhs in two decimals (except otherwise indicated).

The Resolution Plan of the Company under the Insolvency & Bankruptcy Code, 2016 (IBC, 2016) by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata by its order dated April 18, 2018. The appeals filed by some of the banks were dismissed by the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by its order dated August 16, 2019 finding them without any merit. The Hon'ble Supreme Court by its order dated January 18, 2022 has dismissed the civil appeal no. 8411 of 2019 filed by one of the dissenting banks against the Hon'ble NCLAT order dated August 16, 2019. The Resolution Plan has accordingly attained finality.

(b) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

- (i) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (ii) Level 2: inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.
- (iii) Level 3: inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

(c) Accounting Estimates

The preparation of the standalone financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of standalone financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years.

(d) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the standalone

Notes to the Standalone Financial Statements for the year ended March 31, 2023

financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the standalone financial statements.

(e) Recoverability of claims

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 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.

(f) Property Plant and Equipment (PPE)

Property, plant and equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose, cost include deemed cost on the date of transition and comprises purchase price of assets or its construction cost including duties and taxes, inward freight and other expenses incidental to acquisition or installation and adjustment for exchange differences wherever applicable and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement when incurred.

Depreciation

Depreciation on Property, Plant and Equipment is provided as per Schedule II of the Companies Act, 2013 on straight line method. Assets costing rupees five thousand or less are being depreciated fully in the year of addition/acquisition.

Depreciation on Property, Plant and Equipment commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows.

Category	Estimated Useful Life (in years)
Buildings	60 Years
Plant and machinery	4-13 Years*
Computer equipment	3 Years
Furniture and fixtures	10 Years
Office equipment	4-10 Years*
Vehicles - Motor cycles, scooters and other mopeds	
Motor Bus, Motor Lorry, Motor Cars other than those used in a business of running them on hire	6-8 Years*
Motor Cycles, Scooters & Other Mopeds	5-10 years*

* For these class of assets , based on internal assessment and independent technical evaluation carried out by the chartered engineers, the company believes that the useful lives as given above best represents the period over which the company expects to use these assets. Hence the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule-II of the Companies Act, 2013.

Freehold Land is not depreciated.

Depreciation methods, useful lives and residual values are reviewed and adjusted as appropriate, at each reporting date.

(g) Derecognition of Tangible assets

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

(h) Inventories

Construction materials are valued at lower of cost and fair value (except scrap/ waste which are valued at net realizable value). Cost of inventories is ascertained on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and selling costs. The cost is computed on weighted average basis.

Provision for obsolescence in inventories is made, whenever required.

(i) Financial assets and financial liabilities

Financial assets and financial liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value Through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(1) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(2) Financial Assets and Financial Liabilities measured at amortised cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(3) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

(4) For the purpose of para (2) and (3) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

(5) Financial Assets or Liabilities at Fair value through profit or loss

Financial Instruments which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

(6) Investment in Subsidiaries and associates are being carried at cost.

(7) Impairment of financial assets

The Company evaluates whether there is any objective evidence that financial assets including loan, trade and other receivables are impaired and determines the amount of impairment allowance as a result of the inability of the parties to make required payments. The Company bases the estimates on the ageing of the receivables, credit-worthiness of the receivables and historical write-off experience and variation in the credit risk on year to year basis.

(8) Derecognition of financial instruments

The Company derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

(j) Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate as at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the statement of profit and loss. Foreign exchange gain/loss to the extent considered as an adjustment to Interest Cost are considered as part of borrowing cost.

(k) Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium. Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(l) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognized and are disclosed by way of notes to the standalone financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

Contingent assets are not recognised but disclosed in the Standalone Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Provisions for onerous contracts are recorded in the statements of operations when it becomes known that the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received.

(m) Employee Benefits

Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered.

Contribution to defined contribution plans such as Provident Fund etc, is being made in accordance with statute and are recognised as and when incurred.

Contribution to defined benefit plans consisting of contribution to gratuity are determined at close of the year at present value of the amount payable using actuarial valuation techniques. Actuarial gain and losses arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income.

Other long term employee benefits consisting of Leave Encashment are determined at close of the year at present value of the amount payable using actuarial valuation techniques. The changes in the amount payable including actuarial gain/loss are recognised in other comprehensive income.

(n) Revenue recognition

The Company recognizes revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognized to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. The customer obtains control of the asset when it simultaneously benefits by the entity's performance. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost to date, to the total estimated cost attributable to the performance obligation.

Transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party. Variable consideration is estimated using the expected value method or most likely amount as appropriated in a given circumstance. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price.

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged off in Statement of Profit and Loss immediately in the period in which such costs are incurred. Incremental costs of obtaining a contract, if any, and costs incurred to fulfil a contract are amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to date, to the total estimated cost attributable to the performance obligation.

In respect of construction/ project related activity, Revenue is recognised under over time method when it is probable that the company will collect the consideration to which it is entitled to. Revenue under over time method is determined by survey of work performed / physical measurement of work actually completed at each reporting date taking into account contractual price/ unit rates and revision thereto.

(1) Critical accounting judgements, estimation and uncertainty:

Determining the revenue to be recognized in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to date, to the total estimated cost attributable to the performance obligation.

(2) Revenue from construction/project related activity is recognized as follows:

Fixed price contracts: Contract revenue is recognized over time to the extent of performance obligation satisfied and control is transferred to the customer. Contract revenue is recognized at allocable transaction price which represents the cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to date, to the total estimated contract costs.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

For contracts where the aggregate of contract cost incurred to date plus recognized profits (or minus recognized losses as the case may be) exceeds the progress billing, the surplus is shown as contract asset and termed as "Due from customers". For contracts where progress billing exceeds the aggregate of contract cost incurred to date plus recognized profits (or minus recognized losses as the case may be), the surplus is shown as contract liability and termed as "Due to customers". Amount received before the related work is performed are disclosed in the Balance Sheet as Contract Liability and termed as "Advances from customers". The amounts billed on customer for work performed and are unconditionally due for payment i.e., only passage of time is required before payment falls due, are disclosed in the Balance Sheet as "Trade Receivables". The amount of retention money held by the customers pending completion of performance milestone is disclosed as part of contract asset and is reclassified as "Trade Receivables" when it becomes due for payment.

Other Income**Interest Income**

Finance income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable EIR. Other income is accounted for on accrual basis. Where the receipt of income is uncertain, it is accounted for on receipt basis.

Dividend Income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

(o) Borrowing costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

(p) Leases**As a lessee**

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) Company has substantially all of the economic benefits from the use of the asset through the period of the lease and (iii) Company has the right to direct the use of the asset.

At the date of commencement of the lease, Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), low-value leases and where the agreement contain the clause for cancellation of agreement without any penalty. For these short-term, low-value or cancellable leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

(q) Taxes on income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income.

(1) Current Tax

Current tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

(2) Deffered Tax

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit as well as for unused tax losses or credits. In principle, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Deferred tax assets and liabilities are also recognized on temporary differences arising from business combinations except to the extent they arise from goodwill that is not taken into account for tax purposes.

Deferred taxes are calculated at the enacted or substantively enacted tax rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited to the income statement, except when it relates to items credited or charged directly to other comprehensive income in equity, in which case the corresponding deferred tax is also recognized directly in equity.

(r) Earnings per share

Basic Earnings per share is calculated by dividing the profit from continuing operations and Total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

(s) Segment accounting

Operating segments are identified and reported taking into account the different risk and return, organisation structure and internal reporting system.

4. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the standalone financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the standalone financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the standalone financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the standalone financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

(a) Contract estimates

The Company, being a part of construction industry, prepares budgets in respect of each project to compute project profitability. The two major components of contract estimate are 'claims arising during Construction period' and 'budgeted costs to complete the contract'. While estimating these components various assumptions are considered by the management such as (i) Work will be executed in the manner expected so that the project is completed timely (ii) consumption norms will remain same (iii) Assets will operate at the same level of productivity as determined (iv) Wastage will not exceed the normal % as determined etc. (v) Estimates for contingencies (vi) There will be no change in design and the geological factors will be same as communicated and (vii) price escalations etc. Due to such complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions all assumptions are reviewed at each reporting date.

Notes to the Standalone Financial Statements for the year ended March 31, 2023**(b) Depreciation and impairment on PPE**

Property, plant and equipment are depreciated on straight-line basis over the estimated useful lives in accordance with Schedule II of the Companies Act, 2013, taking into account the estimated residual value, wherever applicable.

The useful lives of some of the assets have been reviewed during the year and the same have been revised on the basis of such evaluation duly supported by technical advice. This has resulted in additional depreciation of Rs.32.66 lakhs for the year ended March 31, 2023.

The company reviews carrying value of its Tangible Assets whenever there is objective evidence that the assets are impaired. In such situation Asset's recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted. The Company reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amount of impairment expense to be recorded during any reporting period. This reassessment may result in change estimated in future periods.

(c) Impairment on Investments in Subsidiaries and associates

Investments in Subsidiaries and associates are been carried at cost. The company has tested for impairment at year end based on the market value where the shares are quoted, P/E ratio of similar sector company along with premium/discount for nature of holding and Net Asset Value computed with reference to the book value/ projected discounted cash flow of such company in respect of unquoted investments.

(d) Impairment allowances on trade receivables

The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience. If the financial conditions of the trade receivable were to deteriorate, actual write-offs would be higher than estimated.

(e) Current Tax and Deferred Tax

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

Deferred tax assets are recognised for unused losses (carry forward of prior years' losses) and unused tax credit to the extent that it is probable that taxable profit would be available against which the losses could be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies."

(f) Defined benefit obligations (DBO)

Critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

(g) Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/ litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.

Note 5. Property, Plant and Equipment

As at March 31, 2023

(₹ in lakhs)

Particulars	Freehold Land	Buildings	Plant & Machinery	Furniture & Fittings	Vehicles	Office Equipment	Computers	Grand Total
Gross Block								
As at April 1, 2022	10.62	1,633.10	16,565.05	362.88	387.22	213.61	129.02	19,301.51
Additions	-	-	8.13	0.39	-	5.39	4.56	18.47
Disposal/Adjustments	-	-	57.25	-	13.02	-	-	70.27
As at March 31, 2023	10.62	1,633.10	16,515.93	363.27	374.20	219.00	133.58	19,249.71
Accumulated Depreciation								
As at April 1, 2022	-	196.25	12,880.09	287.91	350.25	192.63	112.46	14,019.60
Charge during the year	-	27.53	577.01	21.99	4.24	4.22	3.18	638.17
Disposal/Adjustments	-	-	37.12	-	12.37	-	-	49.49
As at March 31, 2023	-	223.78	13,419.98	309.90	342.12	196.85	115.64	14,608.28
Net Block as at March 31, 2023	10.62	1,409.32	3,095.95	53.37	32.08	22.15	17.93	4,641.43

As at March 31, 2022

(₹ in lakhs)

Particulars	Freehold Land	Buildings	Plant & Machinery	Furniture & Fittings	Vehicles	Office Equipment	Computers	Grand Total
Gross Block								
As at April 1, 2021	10.62	1,633.10	16,557.40	362.88	387.22	208.79	127.13	19,287.14
Additions	-	-	7.65	-	-	4.82	1.89	14.36
Disposal/Adjustments	-	-	-	-	-	-	-	-
As at March 31, 2022	10.62	1,633.10	16,565.05	362.88	387.22	213.61	129.02	19,301.51
Accumulated Depreciation								
As at April 1, 2021	-	168.72	11,862.78	259.07	333.89	186.77	109.34	12,920.58
Charge during the year	-	27.53	1,017.31	28.84	16.36	5.86	3.12	1,099.02
Disposal/Adjustments	-	-	-	-	-	-	-	-
As at March 31, 2022	-	196.25	12,880.09	287.91	350.25	192.63	112.46	14,019.60
Net Block as at March 31, 2022	10.62	1,436.85	3,684.96	74.97	36.97	20.98	16.56	5,281.91

Notes to the Standalone Financial Statements for the year ended March 31, 2023**Note 6. Investments - Non Current**

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Investments in Equity Instrument			
In Wholly Owned Subsidiaries - Unquoted			
Carried at Cost			
AAP Infrastructure Limited	6.3	1,200.00	1,200.00
1,20,00,000 (March 31, 2022 - 1,20,00,000) equity shares of Rs.10/- each fully paid up			
MBL (MP) Toll Road Company Limited		1,500.00	1,500.00
1,50,00,000 (March 31, 2022 - 1,50,00,000) equity shares of Rs.10/- each fully paid up			
MBL Projects Limited	6.4	2,984.25	2,984.25
2,98,42,500 (March 31, 2022 - 2,98,42,500) equity shares of Rs.10/- each fully paid up			
Suratgarh Bikaner Toll Road Company Private Limited	6.5	18,505.23	18,505.23
17,00,70,000 (March 31, 2022 - 17,00,70,000) equity shares of Rs.10/- each fully paid up			
MBL (MP) Road Nirman Company Limited	6.3	1,000.00	1,000.00
1,00,00,000 (March 31, 2022 - 1,00,00,000) equity shares of Rs.10/- each fully paid up			
MBL Highway Development Company Limited	6.3	5,110.00	5,110.00
5,11,00,000 (March 31, 2022 - 5,11,00,000) equity shares of Rs.10/- each fully paid up			
In Associate - Unquoted			
Carried at Cost			
Orissa Steel Expressway Private Limited			
2,37,43,800 (March 31, 2022 - 2,37,43,800) equity shares of Rs.10/- each fully paid up	6.6	-	-
In Other Entities - Unquoted			
Carried at Cost			
MBL (CGRG) Road Limited		-	0.01
Nil(March 31, 2022 - 50) equity shares of Rs.10/- each fully paid up			
MBL (GSY) Road Limited		-	0.01
Nil (March 31, 2022 - 50) equity shares of Rs.10/- each fully paid up			
Total		30,299.48	30,299.50

6.1 30% investment in equity shares of wholly owned subsidiaries, MBL Highway Development Company Limited and MBL (MP) Toll Road Company Limited and 51% investment in equity shares of wholly owned subsidiary, Suratgarh Bikaner toll Road Company Private Limited have been pledged against project centric financial participations in concession agreements by the respective subsidiary companies.

6.2 Statement of investment in Subsidiaries (including step down subsidiaries)

Notes to the Standalone Financial Statements for the year ended March 31, 2023

Name of the Company	Country of Incorporation	% of holding as at March 31, 2023	% of holding as at March 31, 2022
AAP Infrastructure Limited	India	100.00	100.00
MBL (MP) Toll Road Company Limited	India	100.00	100.00
MBL Projects Limited	India	100.00	100.00
Suratgarh Bikaner Toll Road Company Private Limited	India	100.00	100.00
MBL (Haldia) Toll Road Company Limited*	India	100.00	100.00
MBL (MP) Road Nirman Company Limited	India	100.00	100.00
MBL Highway Development Company Limited	India	100.00	100.00

*Application has been submitted to the Ministry of Corporate Affairs (MCA) for striking off one subsidiary namely MBL (Haldia) Toll Road Company Limited as there was no business and the same is in process at MCA.

- 6.3** The Company has as at March 31, 2023 (i) Non-Current Investment amounting to Rs.1,000.00 lakhs (March 31, 2022; Rs.1,000.00 lakhs) in MBL (MP) Road Nirman Company Limited; (ii) Non-Current Investment amounting to Rs.1,200.00 lakhs (March 31, 2022; Rs.1,200.00 lakhs) in AAP Infrastructure Limited; (iii) Non-Current Investment amounting to Rs.5,110.00 lakhs (March 31, 2022; Rs.5,110.00 lakhs) in MBL Highway Development Company Limited. All the above entities are wholly owned by the Company along with its wholly owned Subsidiary Company, MBL Projects Limited and have incurred losses due to cancellation/termination of the projects and net worth of above entities as at March 31, 2023 have been fully eroded. The net worth of these subsidiaries do 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 & conditions implicit in the contract in respect of the cancelled/terminated projects. Considering the contractual tenability; legal advice obtained 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 investments and, therefore, has considered the investments in above subsidiaries as good and recoverable.
- 6.4** The Company has as at March 31, 2023 Non-Current Investment amounting to Rs.2,984.25 lakhs (March 31, 2022; Rs.2,984.25 lakhs) in its wholly owned subsidiary company MBL Projects Limited. 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 & conditions implicit in the contract in respect of cancelled/terminated projects. Considering the contractual tenability; legal advice obtained 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 above subsidiary as good and recoverable.
- 6.5** The Company has as at March 31, 2023 Non-Current Investment amounting to Rs.18,505.23 lakhs (March 31, 2022; Rs.18,505.23 lakhs) in its wholly owned subsidiary company Suratgarh Bikaner Toll Road Company Private Limited which has started toll operations effective February 17, 2019. The net worth of the subsidiary does not represent true market value of the underlying investment/assets. Based on TEV study report; certain estimates like future business plan; growth prospects and other factors, the management is confident that the realisable amount is higher than the carrying value of the investment and, therefore, considering the investment in above subsidiary as good and recoverable.
- 6.6** The Company has investment in 2,37,43,800 equity shares aggregating to 30.30% in Orissa Steel Expressway Pvt. Ltd. (OSEPL), a Special Purpose Vehicle, for execution of Four/Two Laning of Rimuli-Roxy- Rajamunda Section of NH 215 from km 163.00 to km 269.00 in the state of Orissa awarded by NHAI on DBFOT Basis and there were option agreements which could have been exercised by the parties prior to completion/termination of concession agreement.

On January 13, 2017, the concession agreement with NHAI was foreclosed and arbitration proceedings were initiated by OSEPL. An arbitration award dated March 31, 2019 for Rs.32,278.00 lakhs plus interest @ 10 % p.a. was passed in favour of OSEPL. The said arbitration award has been challenged by NHAI before Hon'ble High Court, Delhi. Pursuant to order dated July 24, 2019, NHAI has deposited Rs.32,278.00 lakhs as a condition for stay of operation of the award pending final adjudication.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

Out of 2,37,43,800 equity shares aggregating to 30.30%, 1,28,64,000 equity shares held by the Company has been inappropriately transferred reducing the shareholding of the Company in OSEPL to 13.89 % for which the Company had filed an application inter-alia oppression and mismanagement with Hon'ble NCLT, Cuttack. The Company has filed appeal before Hon'ble NCALT against NCLT order dated August 8, 2022, which is pending adjudication. The investment is carried at net cost.

7 Trade Receivables - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good	7.1	1,53,132.95	1,49,479.99
Total		1,53,132.95	1,49,479.99

7.1 Refer Note No. 13 for Current portion of Trade Receivables

(₹ in lakhs)

7.2 Break-up of trade receivables is as follows:	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Non Current	7	1,53,132.95	1,49,479.99
Current	13	14,322.97	6,329.68
Deferred Credit (Non Current)	11	12,070.67	13,446.25
Deferred Credit (Current)	18	6,082.49	13,946.20
Total		1,85,609.08	1,83,202.12

The above balances are subject to confirmation/reconciliation and consequential impact thereof.

(₹ in lakhs)

7.3 Ageing of trade receivables	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Within Credit period	7.2	10,404.41	4,235.11
Past due 0-180 days	-	3,918.56	2,094.57
Past due more than 180 days	-	1,71,286.11	1,76,872.44
Total		1,85,609.08	1,83,202.12

7.4 For Ageing refer Note no. 13.1

8 Other Financial Assets - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Deposit with Banks having maturity more than 12 months	8.1	514.45	514.45
Accrued Interest on fixed deposits	-	202.99	144.32
Total		717.44	658.77

8.1 Fixed deposits includes pledged with banks as margin of Rs.302.80 lakhs (March 31, 2022: Rs.302.80 lakhs)

8.2 Fixed deposits includes pledged with others as security deposit of Rs.211.65 lakhs (March 31, 2021: Rs.211.65 lakhs)

9 Deferred Tax Assets (Net) - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets	46(b)	29,521.73	31,811.47
Less: Deferred Tax Liabilities		14,376.95	16,692.80
Deferred Tax Assets (Net)		15,144.78	15,118.67

10 Non Current Tax Asset (net)

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Advance tax (Tax Deducted at Source)	-	347.16	234.35
Total		347.16	234.35

11 Other Non Current Assets - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Capital Advances		6.02	-
Deferred credit-deposits/others		12,070.67	13,446.25
Total		12,076.69	13,446.25

12 Inventories - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
(As valued and certified by the management)			
(at cost or net realisable value, whichever is lower)			
Construction materials at site	-	307.39	353.24
Total		307.39	353.24

13 Trade Receivables - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good	13.1	14,322.97	6,329.68
Total		14,322.97	6,329.68

13.1 The table below provides ageing schedule for trade receivables outstanding as at March 31, 2023:

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable Considered good	10,404.41	3,918.56	-	-	-	14,322.97
Undisputed Trade Receivable which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable Considered good	488.00	17,251.28	9,713.33	15,799.49	1,28,034.01	1,71,286.11
Disputed Trade Receivable which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
Total	10,892.41	21,169.84	9,713.33	15,799.49	1,28,034.01	1,85,609.08

Notes to the Standalone Financial Statements for the year ended March 31, 2023

The table below provides ageing schedule for trade receivables outstanding as at March 31, 2022:

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable Considered good	4,346.05	1,983.63	-	-	-	6,329.68
Undisputed Trade Receivable which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable Considered good	25,806.82	13,953.12	10,073.87	74,139.80	52,898.83	1,76,872.44
Disputed Trade Receivable which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
Total	30,152.87	15,936.75	10,073.87	74,139.80	52,898.83	1,83,202.12

14 Cash and Cash Equivalents - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Balances with banks:			
In current accounts	-	265.09	738.46
Cash on hand	-	3.39	9.13
Total		268.48	747.59

15 Other Bank Balances - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Unclaimed Dividend	-	0.50	0.74
Deposits with banks having original maturity less than 3 months	15.1	18.03	18.03
Total		18.53	18.77

15.1 Fixed deposits pledged with banks as margin of Rs.18.03 lakhs (March 31, 2022: Rs.18.03 lakhs)

16 Other Financial Assets - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good			
Advance to Related Parties	38	785.31	1,051.53
Security and Other Deposits	16.1	387.93	336.71
Accrued Interest on fixed deposits	-	52.18	74.51
Others	-	81.50	81.50
Total		1,306.92	1,544.25

Notes to the Standalone Financial Statements for the year ended March 31, 2023

16.1 The above balances are subject to confirmation/reconciliation and consequential impact thereof.

16.2 The Company has not given any advances to Directors or other officers of the Company or any of them either severally or Jointly with any other persons or advance to firms or private Company respectively in which any director is a partner or director or a member.

16.3 There is no loan or advance in the nature of loan granted by the Company to Promoters, Directors, KMP's and the related parties.

17 Current Tax Asset

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Income Tax Refundable	-	9,182.32	9,182.32
Total		9,182.32	9,182.32

18 Other Current Assets - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Advance against materials, services, etc.	18.1	3,865.44	3,917.73
Deferred credit-deposits/others	-	6,082.49	13,946.20
Prepaid expenses	-	27.44	26.37
Total		9,975.37	17,890.30

18.1 Advance against materials, services, etc. are subject to confirmations from certain parties.

19 Equity Share Capital

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Authorised Shares			
10,50,00,000 (March 31, 2022 - 10,50,00,000) equity Shares of Rs.10/- each	-	10,500.00	10,500.00
Total		10,500.00	10,500.00
Issued, Subscribed & Fully Paid Up Shares			
10,47,54,624 (March 31, 2022 - 10,47,54,624) equity shares of Rs.10/- each fully paid up	-	10,475.46	10,475.46
Total		10,475.46	10,475.46

19.1 The Company has only one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share.

19.2 In the event of Liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding .

Notes to the Standalone Financial Statements for the year ended March 31, 2023

19.3 Reconciliation of shares outstanding at the beginning and at the end of the reporting period: (₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	Value (Rs. in Lakhs)	Number	Value (Rs. in Lakhs)
Equity Shares:				
Number of Shares at the beginning of the year	10,47,54,624	10,475.46	10,47,54,624	10,475.46
Add: Addition during the year	-	-	-	-
Number of Shares at the end of the year	10,47,54,624	10,475.46	10,47,54,624	10,475.46

19.4 The details of shareholders holding more than 5% shares of the aggregate share in the Company: (₹ in lakhs)

Name of the Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	%	No. of Shares	%
MBL A Capital Limited	3,32,74,877	31.77%	3,32,74,877	31.77%
Anjaneer Kumar Lakhota	1,33,58,716	12.75%	1,33,58,716	12.75%
Dipika Suppliers LLP	1,18,00,000	11.27%	1,18,00,000	11.27%
Chetan Commotrade LLP	99,00,000	9.45%	99,00,000	9.45%

19.5 The Disclouser of shareholding of promoters and entities forming part of promoter Group: (₹ in lakhs)

Name of the Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of total Shares	No. of Shares	% of total Shares
Promoters				
Anjaneer Kumar Lakhota	1,33,58,716	12.75%	1,33,58,716	12.75%
MBL A Capital Limited	3,32,74,877	31.77%	3,32,74,877	31.77%
Entities forming part of Promoter Group				
Dipika Suppliers LLP	1,18,00,000	11.27%	1,18,00,000	11.27%
Chetan Commotrade LLP	99,00,000	9.45%	99,00,000	9.45%
Prabhu International Vyapaar Pvt. Ltd.	34,08,316	3.25%	34,08,316	3.25%

There is no change in shareholding during financial year 2022-2023

20 Other Equity (₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Capital Reserve	20.2	40,308.22	40,308.22
Securities Premium	20.3	20,703.24	20,703.24
Debenture Redemption Reserve	20.4	22,021.27	22,021.27
General Reserve	20.5	12,941.14	12,941.14
Retained Earnings	20.6	17,298.05	16,710.14
Total		1,13,271.92	1,12,684.01

Notes to the Standalone Financial Statements for the year ended March 31, 2023

20.1 Refer Statement of changes in Equity for movement in balances of reserves.

Nature and purpose of Reserves:-

20.2 Capital Reserve

Capital Reserve represents adjustments arising out of Resolution Plan under Insolvency and Bankruptcy Code, 2016 approved by the Hon'ble NCLT on April 18, 2018.

20.3 Securities Premium

Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.

20.4 Debenture Redemption Reserve (DRR)

Debenture Redemption Reserve represents 25% of the outstanding amount of debentures in accordance with Companies (Share Capital and Debentures) Rules, 2014. Investment in specified securities against the Debentures Redemption Reserve will be made on Implementation of Resolution Plan by the Financial Institution & Banks.

20.5 General Reserve

The General Reserve is created from time to time by appropriating profits from Retained Earnings. The general reserve is created by a transfer from one component of equity to another and accordingly it is not reclassified to the Statement of Profit and Loss.

20.6 Retained Earnings

Retained Earnings generally represent the undistributed profits/amount of accumulated earnings of the Company and includes re-emeasurement gains/losses on defined benefit plans.

21 Borrowings - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Secured			
0.10 % Non-Convertible Debentures	21.1	49,241.32	48,911.00
Working Capital Term Loans (WCTL) from Banks	21.2	3,723.52	3,709.50
Equipment/Vehicle Finance/Term Loan/External Commercial Borrowings	21.3		
- From Banks		10,849.37	10,814.69
- From Others		3,405.66	3,397.10
From Body Corporates		328.36	328.36
Unsecured			
- From Body Corporates		1,933.03	1,933.03
Total		69,481.26	69,093.68

21.1 The Company has issued 0.10% Secured Non-Convertible Debentures to banks to be redeemed at a premium of 10% at the time of final redemption as per approved Resolution Plan. The payment of the interest will be made at the end of each quarter in terms of approved resolution plan.(read with orders of Hon'ble NCLT/NCLT)

The payment of the Principal amount is in 39 unequated quarterly installments as per approved Resolution Plan.

A security trustee will be appointed for creation of security and the amount of NCDs aggregating to Rs.88,085.05 Lakhs (March 31, 2022 Rs.88,085.05 Lakhs) (Including Deferred Credit to March 31, 2023 Rs.38,513.41 Lakhs, March 31, 2022 Rs.38,513.41 Lakhs) will be secured by :

- (i) 1st pari-passu charge on the long term receivables.
- (ii) 2nd pari-passu charge on the entire current assets of the company.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

21.2 There is working capital term loan of Rs.3,737.54 Lakhs (March 31, 2022 Rs.3,737.54 Lakhs) from banks. The rate of interest on such loan is 1 year MCLR of SBI plus spread of 0.70% p.a and will be repaid in 39 unequated quarterly installments as per approved Resolution Plan(read with orders of Hon'ble NCLT/NCALT)

The Working Capital Term Loan is secured as follows:

- (i) 1st pari-passu charge on the entire Fixed Assets (movable and immovable) of the Company except those specifically charged to Equipment/ ECB lenders.
- (ii) 1st pari-passu charge on the long term receivables.
- (iii) 2nd pari-passu charge on the entire current assets of the Company.

21.3 Equipment/ Vehicle finance/ External commercial borrowings (ECB) availed from banks and others are secured by hypothecation of specific equipments; comprising construction equipments acquired out of the said loans.

21.4 Non-Current borrowings from body Corporates is secured by way of pledge of 9,78,000 nos. (March 31, 2022 - 9,78,000 nos.) shares of the Company held by Promoter Company MBL A Capital Limited .

21.5 All the amounts will be paid after proper reconciliation and without prejudice to legal remedies available to the Company. The Company will have the option to prepay the dues to banks, financial institutions/ creditors (based on time value of their dues at discount rate), without any additional levies.

21.6 Maturity profile of long term borrowings on implementation of resolution plan by financial creditors: (₹ in lakhs)

Particulars	Rate of Interest (%)*	Within 1 year	1 to 2 years	2 to 3 years	Beyond 3 years
0.10 % Non-Convertible Debentures*	0.10 % p.a.	330.32	770.74	880.85	47,259.41
WCTL from Banks*	1 Year SBI MCLR + (0.70 % p.a.)	14.02	32.70	37.38	3,639.42
Equipment/Vehicle Finance/ Term Loan/ External Commercial Borrowings*	1 Year SBI MCLR + (0.70 % p.a.)				
- From Banks		47.93	95.39	109.02	10,597.03
- From Others		17.11	29.94	34.21	3,324.40
Loans from Body Corporates*	1 Year SBI MCLR + (0.70 % p.a.)	-	-	-	2261.39
Total		409.38	928.77	1,061.46	67,081.65

* Maturity profile of borrowings and interest rates have been considered in terms of approved Resolution Plan (read with orders of the Hon'ble NCLT/NCALT)

21.7 Hon'ble NCLT by its order dated March 11, 2023 had, inter-ala, directed that the period from April 18, 2018 till January 18, 2022 when the Hon'ble Supreme Court passed the order & judgement dated January 18, 2022 be formally excluded from the calculation of the period of implementation of the Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of the Resolution Plan. Hon'ble NCLAT by order & judgement dated May 23, 2023 upheld the said order of Hon'ble NCLT. Since no amount was payable in the previous year, figures/information on maturity profile of long-term borrowings are not applicable.

22 Trade Payables - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
A) Total outstanding dues of micro enterprises and small enterprises	22.1	-	-
B) Total outstanding dues of Creditors other than micro enterprises and small enterprises	22.2 to 22.5	3,799.65	3,530.37
Total		3,799.65	3,530.37

Notes to the Standalone Financial Statements for the year ended March 31, 2023

22.1 Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, based on the confirmation and information available with the company regarding the status of suppliers.

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Interest amount remaining unpaid but not due as at year end	-	-
b) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) Interest accrued and remaining unpaid as at year end.	-	-
e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

22.2 Refer Note No 27.4 for Ageing of Trade Payable

22.3 Refer Note No 27.5

22.4 The above balances are subject to confirmation/reconciliation and consequential impact there of.

22.5 Refer Note No 42.2

23 Other Financial Liabilities - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Others		-	-
Total		-	-

24 Provisions - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	39	63.06	67.64
Others	47	396.62	880.10
Total		459.68	947.74

25 Other Non Current Liabilities - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Deferred gain on fair valuation of financial instruments	-	38,513.41	38,513.41
Total		38,513.41	38,513.41

Notes to the Standalone Financial Statements for the year ended March 31, 2023**26 Borrowings - Current**

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Secured			
- Working Capital facilities from Banks (repayable on demand)	26.1	3,737.54	3,737.54
- Liquidation Value of Dissenting Financial Creditors	26.2	4,902.25	4,902.25
Current maturities of Long Term Debt	26.2 & 26.3		
- From Banks		391.43	768.48
- From Others		17.11	25.67
Total		9,048.33	9,433.94

26.1 Restructuring of working capital facilities in term of Resolution Plan

There is cash credit facilities aggregating to Rs 3,737.54 Lakhs (March 31, 2022 Rs.3737.54 Lakhs) from banks. The rate of interest on such cash credit will be 1 year MCLR of SBI plus spread of 0.70% p.a as per the approved Resolution Plan. The Cash Credit facilities is secured as follows:

- (i) 1st pari-passu charge on the entire current assets of the company.
- (ii) 2nd pari-passu charge on the entire Fixed Assets (movable and immovable) of the Company.
- (iii) 2nd pari-passu charge on the long term receivables.

26.2 All the amounts will be paid after proper reconciliation and without prejudice to legal remedies available to the Company.

26.3 All the amounts will be paid after proper reconciliation and without prejudice to legal remedies available to the Company. The Company will have the option to prepay the dues to banks, financial institutions /creditors (based on time value of their dues at discount rate), without any additional levies.

27 Trade Payables - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
A) Total outstanding dues of micro enterprises and small enterprises	27.1	-	-
B) Total outstanding dues of Creditors other than micro enterprises and small enterprises	27.2 & 27.4	735.23	4,334.59
Total		735.23	4,334.59

27.1 Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, based on the confirmation and information available with the company regarding the status of suppliers.

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Interest amount remaining unpaid but not due as at year end	-	-
b) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) Interest accrued and remaining unpaid as at year end	-	-
e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Notes to the Standalone Financial Statements for the year ended March 31, 2023

27.2 Refer Note No.42.2

27.3 Balances are subject to confirmations/reconciliations and consequential impact thereof.

27.4 The table below provides details regarding the creditors ageing as at March 31, 2023:

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-	-
Others	-	672.37	58.09	3.77	1.00	735.23
Disputed Dues -MSME	-	-	-	-	-	-
Disputed Dues-Others	3,799.65	-	-	-	-	3,799.65
Total	3,799.65	672.37	58.09	3.77	1.00	4,534.88

The table below provides details regarding the creditors ageing as at March 31, 2022:

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-	-
Others	4,334.59	-	-	-	-	4,334.59
Disputed Dues -MSME	-	-	-	-	-	-
Disputed Dues-Others	3,530.37	-	-	-	-	3,530.37
Total	7,864.96	-	-	-	-	7,864.96

27.5 There is no trade payable which is due for payment as on March 31, 2023 as per Resolution Plan approved under IBC, 2016.

28 Other Financial Liabilities - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Unclaimed Dividend		0.50	0.74
Liabilities against Capital Goods			
- Total outstanding dues of MSME		-	-
- Total outstanding dues of creditors other than MSME	28.1 & 28.2	56.31	56.16
Others	28.1	133.50	1,334.38
Total		190.31	1,391.28

28.1 Refer Note No.42.2

28.2 Balances are subject to confirmations/reconciliations and consequential impact thereof.

29 Other Current Liabilities- Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Advance from Related Parties	38	2,345.00	176.59
Total		2,345.00	176.59

Notes to the Standalone Financial Statements for the year ended March 31, 2023**30 Provisions - Current**

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits	39	4.96	4.52
Others		3,416.70	-
Total		3,421.66	4.52

31 Revenue from Operations

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Construction and Project related activities	45	8,133.09	7,411.47
Total		8,133.09	7,411.47

32 Other Income

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on fixed deposits	-	40.30	43.97
Interest from Others		86.92	485.46
Interest income on Financial Assets matured at amortised cost			
- Trade Receivables	-	12,959.14	6,950.79
Amortisation of deferred portion of Financial Liabilities measured at amortised cost			
- Trade Payables	-	-	1,243.17
- Dues to Employees	-	-	-
Claims	-	1.25	-
Miscellaneous Income	-	35.84	13.43
Total		13,123.45	8,736.82

33 Cost of Materials Consumed

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of Materials Consumed	-	1,902.72	1,992.84
Total		1,902.72	1,992.84

34 Employee Benefits Expense

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and Wages	-	578.73	604.12
Contribution to Provident and Other Funds	-	36.60	44.70
Staff Welfare Expense	-	62.72	65.60
Total		678.05	714.42

Notes to the Standalone Financial Statements for the year ended March 31, 2023

35 Finance Costs

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest expense	-	-	30.63
Interest expense on amortisation of Financial Liabilities	-	271.23	1.83
Total		271.23	32.46

35.1 Hon'ble NCLAT vide order & Judgement dated May 23, 2023 has dismissed the appeal filed by one of the banks against Hon'ble NCLT, Kolkata order dated March 11, 2022 and has directed all stakeholders to carry out all their obligations for implementation of the approved Resolution Plan under IBC, 2016. Hon'ble NCLT by its order dated March 11, 2022 has directed working capital consortium to take necessary steps for implementation of approved Resolution Plan and the period from April 18, 2018 till January 18, 2022 when the Hon'ble Supreme Court passed the order & judgement dated January 18, 2022 be formally excluded from the calculation of the period of implementation of the Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of the Resolution Plan.

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. The Working Capital Banks are yet to implement the approved Resolution Plan and therefore interest etc. have not accrued to them. Accordingly, no provision for interest amounting to Rs.2,301.74 lakhs (March 31, 2022; Rs.385.20 lakhs) has been made for the year ended March 31, 2023. The ageing of the borrowings has been taken as per Hon'ble NCLT/ NCLAT order and may undergo changes after implementation of the Plan.

36 Depreciation and Amortisation Expense

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on Property, Plant and Equipment	5	638.17	1,099.02
Total		638.17	1,099.02

37 Other Expenses

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Direct labour, Sub-Contract etc.	-	758.38	1,550.23
Stores and Spares Consumed	-	85.48	101.47
Power, Fuel and Lubricants	-	545.94	373.58
Hire Charges - Vehicles and Equipments	-	63.53	65.20
Sites Rent	-	21.99	31.38
Repairs to Machinery	-	16.61	14.99
Insurance	-	26.68	8.62
Rates and Taxes, excluding taxes on income	-	35.11	41.06
Other Repairs	-	76.62	58.43
Remuneration to Auditors	37.1	30.00	22.50
Loss on sale of fixed assets		2.32	-
Bank Commission and Charges	-	19.66	44.46
Interest Expenses on Financial Assets at Amortised Cost			
-Trade Receivables	-	14,423.43	7,968.23
Corporate Social Responsibility (CSR) Expenditure	37.2	19.72	14.12
Director's Remuneration	-	73.50	62.25
Miscellaneous Expenses	-	1,016.52	1,247.05
Total		17,215.49	11,603.57

Notes to the Standalone Financial Statements for the year ended March 31, 2023**37.1 Remuneration to Auditors comprises of:**

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Payment to Auditors			
- Statutory Audit	-	25.00	20.00
- Tax Audit	-	5.00	2.50
Total		30.00	22.50

37.2 Corporate Social Responsibility (CSR) expenditure

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Amount required to be spent by the company during the year	-	17.66	13.76
Amount of expenditure incurred	-	19.72	14.12
Shortfall at the end of the year	-	-	-
Total of previous years shortfall	-	-	-
Reason for Shortfall	-	Not Applicable	Not Applicable
Nature of CSR Activities	-	Tree Plantation	Tree Plantation
Details of related party transactions	-	Not Applicable	Not Applicable
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	-	Not Applicable	Not Applicable

38 Related Party Disclosures

Related parties have been identified in terms of Ind As 24 "Related Party Disclosures" as listed below :

List of Related Parties where control exists

A Name of the Related Party	Relationship
AAP Infrastructure Ltd.	Subsidiary Company
MBL Highway Development Company Ltd.	Subsidiary Company
MBL (MP) Toll Road Company Ltd.	Subsidiary Company
MBL Projects Ltd.	Subsidiary Company
MBL (MP) Road Nirman Company Ltd.	Subsidiary Company
Suratgarh Bikaner Toll Road Company Private Ltd.	Subsidiary Company
SMH Infrastructure Pvt Ltd	Enterprises owned or significantly influenced by key management personnel or their relatives
TCIL - MBL (JV) (100%)	Enterprises-Participation interest
MBL - Supreme (JV) (100%)	Enterprises-Participation interest
MBL- ABCI (JV) (2%)	Enterprises-Participation interest
MBL- VIL (JV) (100%)	Enterprises-Participation interest

Notes to the Standalone Financial Statements for the year ended March 31, 2023

B Key Management Personnel

Mr. Anjaneer Kumar Lakhota
 Mr. Ashwini Kumar Singh
 Ms. Sunita Palita
 Mr. Ranjit Datta
 Mr. Ram Dayal Modi
 Mr. Surender Aggarwal
 Mr. Darshan Singh Negi
 Mr. Anubhav Maheshwari

Relationship

Chairman & Managing Director
 Independent Director
 Independent Director
 Independent Director
 Independent Director
 Executive Director
 Chief Financial Officer
 Company Secretary

D. Transactions during the year

(₹ in lakhs)

Particulars	Subsidiary Companies		Key Management Personnel		Enterprises owned or significantly influenced by key management personnel or their relatives		Enterprises-Participation Interest	
	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Director's Sitting Fees	-	-	5.90	6.15	-	-	-	-
Reimbursement of expenses/Payments/ Receipts (Net)	2,741.67	1,984.30	340.00	-	1,830.00	-	211.10	1,617.30
Contact Revenue Billed, O&M Charges etc.	3,262.27	2,870.22	-	-	-	-	5.41	1,183.41

E Outstanding Balances

(₹ in lakhs)

Particulars	Subsidiary Companies		Key Management Personnel		Enterprises owned or significantly influenced by key management personnel or their relatives		Joint Ventures	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Amount Receivable	3,957.01	3,436.41	-	-	-	-	213.65	481.91
Amount Payable	-	-	340.00*	-	1830.00*	-	175.00	176.59
Investment	30,299.48	30,299.48	-	-	-	-	-	-

* Advance towards Promoter's Contribution

F The transactions with the related parties are made on terms equivalent to those that prevail for arm's length transactions. The assessment is undertaken each financial year through examining the financial position of the related party and in the market in which the related party operates. Outstanding balances are unsecured and will be settled in cash.

Notes to the Standalone Financial Statements for the year ended March 31, 2023**G Compensation to Key Managerial Personnel**

(₹ in lakhs)

Particulars	2022-23	2021-23
Director's Remuneration	73.50	62.25
Remuneration - other key managerial person	54.67	51.58
Post-employment benefits, etc. (includes provision for leave, gratuity and other post-retirement benefits)*	-	-
Total	128.17	113.83

* Post employment benefits i.e gratuity and leave encashment which cannot be separately identified from the composite amount advised by the actuary. Therefore, same has not been disclosed above.

Note:

- The above information is as identified by the management and relied upon by the auditors.
- Terms and Conditions of transactions with Related Parties:

All transactions are from related parties are made in ordinary course of business. For the year ended March 31 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

39 Employee Benefits

As per Ind AS - 19 "Employee Benefits", the disclosure of Employee Benefits as defined are given below:

Defined Contribution Plan

The Company makes Provident Fund and Employees State Insurance Fund contributions for eligible employees. Under the schemes, the Company is required to contribute a specified percentage / fixed amount of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the respective fund set up by the government authority.

Expense recognised for Defined Contribution Plans for the year is as under:

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Employer's Contribution to Provident Fund	20.37	22.00
Total	20.37	22.00

Defined Benefit Plan

The Company has a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

Reconciliation of Opening and Closing balances of the Present Value of the Defined Benefit Obligation & Change in Plan**Assets:**

(₹ in lakhs)

S.No	Particulars	Gratuity	Leave Encashment
(i)	Movement in Obligation		
	Present value of obligation - March 31, 2022	61.15	11.00
	Service cost	7.19	(1.47)
	Interest on defined benefit obligation	4.45	-
	Benefits settled	(3.36)	(0.03)
	Remeasurement- Actuarial (Gain)/Loss	(10.91)	-
	Present value of obligation - March 31, 2023	58.52	9.49

(₹ in lakhs)

Change in Plan assets		Gratuity (Funded)	
(ii)	Particulars	March 31, 2023	March 31, 2022
	Fair Value of Plan assets at the beginning of the financial year	-	-
	Expected return on plan assets	-	-
	Actuarial Gain/ (Loss)	-	-
	Contributions	-	-
	Benefits settled	-	-
	Fair Value of Plan assets at the end of the financial year	-	-

Net Funded Status of Plan-Gratuity

(₹ in lakhs)

(iii) (a)	Particulars	March 31, 2023	March 31, 2022
	Closing Defined Benefit Obligation	58.52	61.15
	Closing fair value of plan assets	-	-
	Net Funded Status of Plan Surplus/(Deficit)	58.52	61.15

Net Funded Status of Plan-Leave Encashment

(₹ in lakhs)

(iii) (b)	Particulars	March 31, 2023	March 31, 2022
	Closing Defined Benefit Obligation	9.49	11.00
	Closing fair value of plan assets	-	-
	Net Funded Status of Plan Surplus/(Deficit)	9.49	11.00

Expenses recognised in the statement of Profit and Loss:

(₹ in lakhs)

(iv)	Particulars	Gratuity	Leave Encashment
	Service cost	10.34	3.41
	Interest cost	3.55	0.61
	Actuarial Gain/ (Loss)	(1.86)	(1.21)
	Expected return on plan assets	-	-
	For the year ended March 31, 2022	12.03	2.81
	Service cost	7.19	(1.47)
	Interest cost	4.45	-
	Actuarial Gain/ (Loss)	(10.91)	-
	Expected return on plan assets	-	-
	For the year ended March 31, 2023	0.73	(1.47)

Notes to the Standalone Financial Statements for the year ended March 31, 2023

Expenses recognised in Other Comprehensive Income-Gratuity

(₹ in lakhs)

(v)	Particulars	March 31, 2022	March 31, 2021
(i)	Remeasurement- Actuarial (Gain)/Loss	(10.91)	(1.86)
	Net expenses recognised in Other Comprehensive Income	(10.91)	(1.86)

Expenses recognised in Other Comprehensive Income-Leave Encashment

(₹ in lakhs)

(ii)	Remeasurement- Actuarial (Gain)/Loss	-	(1.21)
	Net expenses recognised in Other Comprehensive Income	-	(1.21)

Principal Actuarial Assumptions used for estimating the Company's defined benefit obligations

(₹ in lakhs)

(vi)	Particulars	March 31, 2023	March 31, 2022
	Discounting rate (%)	7.58%	7.49%
	Estimated rate of return on plan assets (%)	0%	0%
	Salary Increase (%)	6%	6%
	Attrition rate (%)	5%	5%
	Mortality Rate	IALM (2012-14)	IALM (2012-14)
	Retirement age (years)	60	60

(vii) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

(viii) The discount rate is based on the market yield available on long term government bonds.

(₹ in lakhs)

Particulars	Gratuity	Leave Encashment
As at March 31, 2023		
Current Liability	3.67	1.29
Non Current Liability	54.85	8.20
Total	58.52	9.49
As at March 31, 2022		
Current Liability	3.05	1.47
Non Current Liability	58.10	9.53
Total	61.15	11.00

Sensitivity Analysis

(₹ in lakhs)

Gratuity	Change in assumptions	March 31, 2023	March 31, 2022
Discount rate	1.00%	54.51	56.52
	-1.00%	63.03	66.41
Salary Growth rate	1.00%	62.90	66.29
	-1.00%	54.53	56.55
Attrition rate	1.00%	58.65	61.15
	-1.00%	58.38	61.12
Mortality Rate	10.00%	58.53	61.15

(₹ in lakhs)

Leave Encashment	Change in assumptions	March 31, 2023	March 31, 2022
Discount rate	1.00%	8.80	10.13
	-1.00%	10.28	12.00
Salary Growth rate	1.00%	10.24	11.94
	-1.00%	8.83	10.17
Attrition rate	1.00%	9.54	11.07
	-1.00%	9.44	10.92
Mortality Rate	10.00%	9.50	11.00

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation, keeping all other actuarial assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

Maturity profile of Defined Benefit Obligation as on 31st March, 2023:

(₹ in lakhs)

Period	Gratuity	Leave Encashment
Within 1 year	3.67	0.68
1-2 years	4.45	0.93
2-3 years	2.78	0.45
3-4 years	3.96	0.48
4-5 years	4.02	0.68
5-10 years	23.79	3.22
Above 10 years	15.85	3.05
Total	58.52	9.49

40 Fair value of financial assets and liabilities

a) The carrying amounts and fair values of financial assets and liabilities are as follows:

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2023		As at March 31, 2022	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets-At amortised cost					
Trade Receivables	7 & 13	1,67,455.92	1,67,455.92	1,55,809.66	1,55,809.66
Cash & Cash Equivalents	14	268.48	268.48	747.59	747.59
Other Bank Balances	15	18.53	18.53	18.77	18.77
Other Financial Assets	8 & 16	2,024.36	2,024.36	2,203.02	2,203.02
Total		1,69,767.29	1,69,767.29	1,58,779.04	1,58,779.04
Financial Liabilities-At amortised cost					
Borrowings	21 & 26	78,529.59	78,529.59	78,527.61	78,527.61
Trade Payables	22 & 27	4,534.88	4,534.88	7,864.96	7,864.96
Other Financial Liabilities	23 & 28	190.31	190.31	1,391.28	1,391.28
Total		83,254.78	83,254.78	87,783.85	87,783.85

The management considers that the above carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values. The above table includes the balances payable to financial and operational creditors in terms of the resolution plan under the IBC, 2016.

Notes to the Standalone Financial Statements for the year ended March 31, 2023**b) Fair Valuation Techniques**

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:-

- i) The fair value of cash and cash equivalents, trade receivables, current trade payables, current financial liabilities and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The Board considers that the carrying amounts of financial assets and financial liabilities recognised at cost/amortised cost in the financial statements approximate their fair values.
- ii) In terms of the resolution plan, the long term borrowings as on March 31, 2023 are substantially at fixed rate. Accordingly, any increase or decrease in the market rate of interest will have implications on the fair value of long term debt in future years.

41 Financial risk management, objective and policies

The Company's business activities are exposed to a variety of financial risks – credit risk, liquidity risk and market risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The risks are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

However, as indicated in note no. 21 entire loan has been restructured. In view of the above, the related risks have undergone significant variation leading to substantial improvement in financial position and will require reconsideration on giving effect to the above adjustments in the financial statement.

i) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables). To manage this, the management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. Receivables from customers are reviewed/evaluated periodically by the management and appropriate provisions are made to the extent recovery there against has been considered to be remote.

The carrying amount of respective financial assets recognised in the financial statements represents the Company's maximum exposure to credit risk.

Credit exposure is managed by counterparty limits for investment of surplus funds which is reviewed by the Management. Bank balances are held with reputed and creditworthy banking institutions.

Trade receivables disclosed include amounts that are past due at the end of the reporting period but against which the Company has not recognised an allowance for doubtful receivables because there has not been a significant change in credit quality and the amounts are still considered recoverable.

ii) Liquidity Risk

The Company objective is maintaining optimum level of liquidity to meet its cash and collateral requirement at all times. The Company relies on Borrowing and internal accruals to meet its need for fund. The current committed lines of credit are sufficient to meet its short to medium term expansion needs.

The table provides undiscounted cash flow towards non-derivative financial liabilities and net settled derivative financial liabilities into relevant maturity based on the remaining period at balance sheet date to contractual maturity date.

As at March 31, 2023

(₹ in lakhs)

Particulars	Less than 12 months	More than 12 months	Total
Financial Liability			
Borrowings	9,048.33	69,481.26	78,529.59
Trade Payables	735.23	3,799.65	4,534.88
Others	-	190.31	190.31
Total	9,783.56	73,471.22	83,254.78

As at March 31, 2022

(₹ in lakhs)

Particulars	Less than 12 months	More than 12 months	Total
Financial Liability			
Borrowings	9,433.94	69,093.68	78,527.62
Trade Payables	4,334.59	3,530.37	7,864.96
Others	-	1,391.28	1,391.28
Total	13,768.53	74,015.33	87,783.86

iii) Market Risk

Market risk is the risk or uncertainty arising from possible market price movements resulting in fluctuation of the fair value of future cash flows of a financial instrument. The major components of Market risks are foreign currency exchange risk and interest rate risk. Financial instruments affected by market risk include borrowings.

a) Foreign Currency Risk

The Company does not have any significant transaction in foreign currency except foreign currency ECB loan. There are no outstanding Derivative contracts as on 31st March 2023. In terms of resolution plan, ECB Loan is payable in INR Currency. There is no foreign exchange difference accounted in Statement of Profit and Loss during the year.

b) Interest rate and sensitivity

The Company exposure in market relating to change in interest rate primarily arises from floating rate borrowing with banks and financial institutions. As at March 31, 2023, substantially all of the Company borrowings fall under the fixed interest rates (approved under resolution plan), hence there will be no interest rate risk. Considering the restructuring of borrowing, the carrying amount of said borrowing was considered to be at fair value

As at March 31, 2023

(₹ in lakhs)

Particulars	Total borrowings	Floating rate borrowings	Fixed rate borrowings	Weighted average interest rate (%)
Borrowing- in INR	78,529.59	-	78,529.59	8.65%
Total	78,529.59	-	78,529.59	

As at March 31, 2022

(₹ in lakhs)

Particulars	Total borrowings	Floating rate borrowings	Fixed rate borrowings	Weighted average interest rate (%)
Borrowing- in INR	78,527.61	-	78,527.61	8.65%
Total	78,527.61	-	78,527.61	

Notes to the Standalone Financial Statements for the year ended March 31, 2023**iv) Capital Risk Management**

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity, internal fund generation and other non-current borrowings. The Company's policy is to use current and non-current borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the gearing ratio which is net debt divided by Total capital. Net debts are non-current and current debts as reduced by cash and cash equivalents.

The Company also monitors capital using gearing ratio which is net debt divided by Total capital. The gearing ratio is as follows:

Gearing Ratio

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Debt		
Borrowing	78,529.59	78,527.61
Cash and Cash Equivalents	268.48	747.59
Net Debt (net of cash and cash equivalent)	78,261.11	77,780.02
Capital		
Equity Share Capital	10,475.46	10,475.46
Other Equity	1,13,271.92	1,12,684.01
Total Capital	1,23,747.38	1,23,159.47
Capital and net debt	2,02,008.49	2,00,939.49
Gearing Ratio	0.39	0.39

42 Contingent Liabilities and Commitments (to the extent not provided for)**a) Contingent Liabilities**

(₹ in lakhs)

S.No	Particulars	As at March 31, 2023	As at March 31, 2022
a	Corporate Guarantee for MBL (MP) toll road Company Ltd. for concessionaire event of default (further subject to terms of Resolution Plan approved under IBC, 2016 of MBL Infrastructure Ltd)	1,418.41	2,124.65
b	Corporate Guarantee for Suratgarh Bikaner Toll Road Company Pvt. Ltd. for concessionaire event of default (further subject to terms of Resolution Plan approved under IBC, 2016 of MBL Infrastructure Ltd.)	35,202.31	41,591.77
c	Outstanding bank guarantees	632.29	1,138.74
d	Tax matters in dispute under appeal	306.66*	-
	Total	37,559.67	44,855.16

* Includes Rs. 244.57 lakhs pertaining to period prior to the approval of the Resolution Plan under Insolvency & Bankruptcy Code, 2016 and for which no claim was filed. The Company has received legal opinion that no such amount is payable as the claim stands extinguished in terms of Insolvency & Bankruptcy Code, 2016.

42.1 The Company's pending litigations comprises of claim against the Company and proceedings pending with tax/ statutory/Government Authorities. The Company has reviewed all its pending litigation and proceedings and has made adequate provisions, and disclosed the contingent liabilities, wherever applicable, in its financial statements.

42.2 As per judgments of the Hon'ble Supreme Court, 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 Company and are not acknowledged as debt.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

42.3 As per resolution plan approved under IBC, 2016, i) 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 corporate debtor.

ii) One Time Settlement with lenders of SPVs/subsidiaries subject to rights & remedies available to the Company by issuing NCDs for 10years @ coupon rate of 0.10 % p.a to be paid after payment of dues of COC members.

b) Commitments : Nil (March 31, 2022 - Rs.Nil)

43 Disclosures as required by Indian Accounting Standard (Ind AS) 37 “Provisions, Contingent Liabilities and Contingent Assets”

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the entity. During the normal course of business, unresolved claims remains outstanding. The inflow of economic benefits, in respect of such claims cannot be measured due to uncertainties that surround the related events and circumstances.

44 Earnings per share

Basic and diluted earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average of equity shares outstanding during the year.

Before Exceptional Items

(Rs. In Lakhs except otherwise stated)

Particulars	2022-23	2021-22
Profit/(loss) attributable to equity shareholders	579.72	6,359.08
Weighted average number of equity shares (in nos.)	10,47,54,624	10,47,54,624
Basic & diluted earnings per equity share (In Rs)*	0.55	6.07

After Exceptional Items

(Rs. In Lakhs except otherwise stated)

Particulars	2022-23	2021-22
Profit/(loss) attributable to equity shareholders	579.72	6,359.08
Weighted average number of equity shares (in nos.)	10,47,54,624	10,47,54,624
Basic & diluted earnings per equity share (In Rs)*	0.55	6.07

*There is no dilution to the basic EPS as there are no outstanding potentially dilutive equity shares.

45 Disclosures as required under Ind AS 115 “Revenue from contracts with Customers”

a) Disaggregation of revenue according to type of good or service as per Ind AS 115.

(₹ in lakhs)

Type of good or service	For the year ended March 31, 2023	For the year ended March 31, 2022
Civil construction	8,133.09	7,411.47
Total	8,133.09	7,411.47

b) Contract balances:

(₹ in lakhs)

i) Movement in contract balances during the year:		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening balance- Contract liabilities	-	319.71
Closing balance-Contract liabilities	-	-
Net increase/(decrease)	-	(319.71)

Notes to the Standalone Financial Statements for the year ended March 31, 2023

ii) Revenue recognised during the year from opening balance of contract liabilities amounting Nil (March 31, 2022 Rs.3,828.02 lakhs).

c) Reconciliation of Contracted Price with Revenue during the year:

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening Contracted Price of Orders at the start of the year*	65,576.46	76,174.32
Add:		
Fresh Orders/Change Orders received (net)	7,273.47	4,406.54
Increase due to additional consideration recognised as per contractual terms/ (decrease) due to scope reduction -net	-	-
Less: Order Completed During the year	67,521.00	15,004.40
Closed Contracted price of orders on hand at the end of the year*	5,328.93	65,576.46
Total Revenue recognised during the year:	8133.09	7,411.47
a. Revenue out of orders completed during the year	6,784.46	4,964.05
b. Revenue out of orders under execution at the end of the year(i)	1,348.84	2,416.18
Revenue recognised upto previous year (from order pending completion at the end of the year)(ii)	601.21	58,921.92
Balance Revenue to be recognised in future viz. Order Book (iii)	3,378.33	4,238.35
Closing Contracted price of Orders on hand at the end of the year*(i+ii+iii)	5,328.38	65,576.45
Closing Contracted price of Orders on hand at the end of the year- Continuing operations	3,378.33	4,238.35

* including full value of partially executed contracts

d) Remaining performance obligations: The aggregate amount of transaction price allocated to remaining performance obligations and expected conversion of the same into revenue is as follows:

(₹ in lakhs)

Particulars	Year	Year ended March 31, 2023	Year ended March 31, 2022
Expected conversion in revenue	Upto 1 year	3,378.33	4,238.35
	From 1 to 2 years	-	-
	From 2 to 3 years	-	-
	From 3 to 4 years	-	-
	From 4 to 5 years	-	-
	Beyond 5 years	-	-
	Total		3,378.33

46 Tax Expenses

(a) The major components of income tax expense for the year are as under:

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Income Tax recognised in the Statement of Profit and Loss		
Current Tax	-	-
Deferred Tax	(28.84)	(5,652.65)
Income tax for Earlier year	-	-
Total Income Tax expenses recognised in statement of profit and loss	(28.84)	(5,652.65)
Income Tax expense recognised in OCI		
Deferred Tax expense on re-measurement of defined benefit plans	2.73	(0.45)
Income Tax expense recognised in OCI	2.73	(0.45)
Total (Net)	(26.11)	(5,653.10)

Notes to the Standalone Financial Statements for the year ended March 31, 2023

(b) Gross Deferred Tax Liability and Assets for the year ended March 31, 2023 are as follows:

(₹ in lakhs)

Particulars	As at April 1, 2022	Charge/(Credit) recognised in Profit and Loss	Charge/(Credit) recognised in OCI	As at March 31, 2023
Deferred Tax Assets				
Provision for expense allowed for tax purpose on payment basis	23.26	1.69	(2.73)	22.22
Tax effect on Unabsorbed Loss and Depreciation	7,382.85	(259.79)	-	7,123.06
Difference in carrying value and tax base of Financial Asset at amortised cost	14,936.12	(2,097.18)	-	12,838.94
Difference in carrying value and tax base of Financial Liability	9,469.24	68.27	-	9,537.51
Total Deferred Tax Assets	31,811.47	(2,287.01)	(2.73)	29,521.73
Deferred Tax Liabilities				
Difference between written down value/ capital work in progress of Fixed Assets as per the books of accounts and Income Tax Act, 1961.	105.61	(9.51)	-	115.12
Difference in carrying value and tax base of non-Financial Liability	9,693.06	-	-	9,693.06
Difference in carrying value and tax base of Non-Financial Asset	6,894.13	2,325.36	-	4,568.77
Total Deferred Tax Liabilities	16,692.80	2,315.85	-	14,376.95
Deferred Income Tax Assets (Net)	15,118.67	28.84	(2.73)	15,144.78

(c) Gross Deferred Tax Liability and Assets for the year ended March 31, 2022 are as follows:

(₹ in lakhs)

Particulars	As at April 1, 2021	Charge/(Credit) recognised in Profit and Loss	Charge/(Credit) recognised in OCI	As at March 31, 2022
Deferred Tax Assets				
Provision for expense allowed for tax purpose on payment basis	19.56	4.15	(0.45)	23.26
Tax effect on Unabsorbed Loss and Depreciation	4,807.63	2,575.22	-	7,382.85
Difference in carrying value and tax base of Financial Asset at amortised cost	16,469.69	(1,533.57)	-	14,936.12
Difference in carrying value and tax base of Non-Financial Liability	9,781.66	(312.42)	-	9,469.24
Total Deferred Tax Assets	31,078.54	733.38	(0.45)	31,811.47
Deferred Tax Liabilities				
Difference between written down value/ capital work in progress of Fixed Assets as per the books of accounts and Income Tax Act, 1961.	180.18	(74.57)	-	105.61
Difference in carrying value and tax base of Non-Financial Liability	9,693.06	-	-	9,693.06
Difference in carrying value and tax base of Non-Financial Asset	11,739.28	(4,845.15)	-	6,894.13
Total Deferred Tax Liabilities	21,612.52	(4,919.72)	-	16,692.80
Deferred Income Tax Assets (Net)	9,466.02	5,653.10	(0.45)	15,118.67

Notes to the Standalone Financial Statements for the year ended March 31, 2023

46.1 Pursuant to the provisions of Ind AS 12 "Income Taxes", the Company has conservatively recognised deferred tax assets (net) as at March 31, 2023 amounting to Rs.15,144.78 lakhs (March 31, 2022 Rs.15,118.67 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.

47 Statutory Dues**In terms of the approved Resolution Plan:**

- a) Payment of statutory liabilities (like income tax, service tax, Vat, Royalties, Cess, Stamp Duty, other statutory dues etc.) will be made over a period of 3 years from the date of implementation of the Resolution Plan by the financial creditors with waiver of penal Interest, simple interest, compound interest, damages, penalties, compounding charges etc. on all statutory dues. Admitted claims alone will be paid after reconciliation and subject to rights and remedies available.
- b) Any liability arising out of the matter, which is presently sub-judice and leads to liability against the Company will be paid over a period of 7 years after the judgement, without any interest and penalty, subject to rights & remedies available to the Company. Admitted claims alone will be paid after reconciliation and subject to rights and remedies available.
- c) Refer Note No. 42.2

48 Disclosure in relation to Undisclosed Income

During the year, the Company has not surrendered or disclosed any income in the tax assessment under the Income Tax Act, 1961 (such as, Search or Survey or any other relevant provision of the Income tax Act, 1961). Accordingly, there are no transactions which are not recorded in the books of Accounts.

49 Segment Reporting

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

- 50** Disclosure pursuant to Regulation 34(3) read with Schedule VA(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015: There is no loan/ advance/ investment outstanding during the year in Subsidiaries, Associates and Firms/ Companies in which Directors are interested.
- 51** In accordance with the provisions of "Indian Accounting Standard (Ind AS) -36 - Impairment of Assets", the Company has made an assessment of the recoverable amount of assets based on higher of the value in use considering its projected scale of operations, prevailing market conditions, future cash flows and future growth projections and estimated net selling price of the assets pertaining to its various Cash Generating Units and found recoverable amount of these assets to be higher as compared to carrying value of assets in its Financial Statements. Accordingly, management considers that there is no need for the provision on account of impairment of assets.
- 52** 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 claims 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.
- 53** The Company has a regular programme of physical verification for its inventory and fixed assets. Further, during the year physical verification of significant part of inventory and fixed assets has been carried out by the management and no material discrepancy were found.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

54 Additional Regulatory Information

Accounting Ratios

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022
Current Ratio*	Current Assets	Current Liabilities	2.25	2.35
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.63	0.64
Debt Service Coverage Ratio	Earnings available for debt service	Interest + Principal	3.57	2.31
Return on Equity (ROE)*	Net profit after tax	Shareholder's Equity	0.00	0.05
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	9.97	10.81
Trade Receivable Turnover Ratio	Revenue	Average Trade Receivables	2.06	2.67
Trade Payable Turnover Ratio	Net Credit Purchases	Average Trade Payables	0.98	0.51
Net Capital Turnover Ratio*	Revenue	Working Capital	0.17	0.13
Net Profit Ratio*	Net Profit	Revenue	0.03	0.39
Return on Capital Employed*	EBIT	Capital Employed	0.00	0.00
Return on Investment	Income generated from investments	Time weighted average investments	0.01	0.01

* The key ratios are not comparable as the operations of the Company are not normal due to non implementation of the Resolution Plan by the working capital Banks post CIRP under IBC, 2016.

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

56 These standalone financial statements have been approved by Board of Directors of the Company in their meeting dated May 29, 2023 for issue to the shareholders for their adoption.

Significant Accounting Policies

1-4

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

As per our report of even date attached

For and on behalf of the Board of Directors

For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

per Kamal Aggarwal

Partner

Membership No.: 090129

Darshan Singh Negi

Chief Financial Office

Anjaneer Kumar Lakhota

Chairman & Managing Director

DIN-00357695

Place: New Delhi

Date: May 29, 2023

Anubhav Maheshwari

Company Secretary

Sunita Palita

Director

DIN-00365901

Consolidated Financial Statements



INDEPENDENT AUDITOR’S REPORT

To The Members of
MBL Infrastructure Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **MBL Infrastructure Limited** (hereinafter referred to as the “Holding Company”) and its subsidiaries Holding Company and its subsidiaries together referred to as “the Group”), which comprise the consolidated balance sheet as at March 31, 2023, and the consolidated statement of profit and loss including other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”)

In our opinion and to the best of our information and according to the explanations provided to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“Act”), as amended in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, its consolidated profit including other comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (“SAs”) as specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor’s Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion on the consolidated financial statements.

Key Audit Matters

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

Description of Key Audit

Measurement of Construction Revenue - Refer Note 3(s)	
The Key Audit Matters	How the matter was addressed in audit
<p>Revenue from construction contracts represents significant portion of the total revenue from the operations of the Group. Revenue from these contracts is recognized on satisfaction of performance obligation over time in accordance with the requirements of relevant Indian accounting standards.</p> <p>The Group has contracts whose revenue recognition can be dependent on a high level of judgement over the percentage of completion. It is based on their best estimate of the costs to complete, claims and ability to deliver the contract within the contractual time limit.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Obtaining an understanding and consideration of the appropriateness of the policies in respect of revenue recognition against the criteria in the Indian accounting standards. • Evaluated the design and implementation and tested operating effectiveness of key controls (including IT controls) around the contract price, estimation of costs to complete management’s testing of these attributes. • Understanding and documenting the contract and other related contractual provisions including contractually agreed deliverables, termination rights, penalties for delay, etc. to understand the nature and scope of the arrangements with the customer.

<p>The Group uses an input method based on costs incurred to measure progress of the projects. Under this approach, the Group recognises revenue based on the costs incurred to date relative to the estimated total costs to complete the performance obligation. Profit is not recognised until the outcome of the contract is fairly certain.</p> <p>Revenues, total estimated contract costs and profit recognition may deviate significantly from original estimates based on new knowledge about cost overruns and changes in project scope over the term of a construction contract.</p>	<ul style="list-style-type: none"> • Assessing key judgments inherent in the estimation of significant construction contract projects. It includes comparing the stage-of-completion and costs of completion on significant projects. • We assessed the estimated costs to complete, variations in contract price and contract costs and underlying invoices, signed contracts/statements of work completed for all ongoing projects. • We tested samples of manual journals posted to revenue to identify unusual items. • We checked adequacy of the disclosures made in note 45 to the Group's consolidated financial statements are compliant with Ind AS -115.
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Revenue from Toll Collection - Refer Note 3(s)

The Key Audit Matters	How the matter was addressed in audit
<p>The Subsidiary Company Licenses to collect toll under the concession agreement with relevant Government authorities falls within the Concession Arrangements.</p> <p>Record of Toll collection and recognition of Revenue through the use of technology, specifically, roadside equipment supported by tolling and billing systems. Tolling equipment and systems are highly customized complex system installed at the toll plaza for correctly identifying vehicle type, calculating fare and for appropriate billing and collection.</p> <p>This is a key audit matter considering the nature and the large volume of transaction; and reliance on information technology systems for the related automated and IT dependent controls.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Obtained an understanding of the processes and control placed for toll collection and tested those controls for the operating effectiveness. • Testing a selection of Information Technology General Controls (ITGCs) supporting the integrity of the tolling systems' operation, including access, operations and change management controls. • Obtained and tested reconciliation of toll collected as per transaction report (generated from toll system) with cash deposited in bank and revenue recorded in the books. • Tested on sample basis the rationalisation done by management by multiplying that toll rate charged for each category of vehicle as per relevant government authority's notification with the number of vehicles (as per transaction report) and its reconciliation with the revenue recorded in accounts. • On test check basis, traced the daily collection from bank statement to daily cash toll collected and the revenue recorded. • Performed data analytics procedures on transactions to detect unusual transactions for further examination. • On test check basis, traced the classification of vehicle independently from stored images recorded by the Subsidiary Company.

Disputed Tax Matters - Refer Note 3(q)

The Key Audit Matters	How the matter was addressed in audit
<p>Tax litigation exposures have been identified as a key audit matter due to:</p> <ul style="list-style-type: none"> • Significance of these amounts. • Significant judgement and assumptions required by management in assessing the exposure of each case to evaluate whether there is a need to set up a provision and measurement of exposures as well as the disclosure of contingent liabilities. <p>Additionally, the treatment of tax litigation require significant judgment due to the complexity of the cases and, timescales for resolution.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • Obtained understanding and assessed the internal control environment relating to the identification, recognition and measurement of provisions for disputed tax matters. • Obtained the summary of disputed tax matters from management and assessed management's position through discussions on both the probability of success in significant cases, and the magnitude of any potential loss. • Read evidence to corroborate management's assessment of the risk profile in respect of tax disputed matters. • We involved tax specialists to assist us in evaluating tax positions taken by management. <p>We assessed the disclosures relating to the disputed tax matters as mentioned in Note 42 of the Consolidated Ind AS financial statements.</p>

Other Information

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of the Management for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of each Company 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 management either intends to liquidate the Company 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 Company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on internal financial controls with reference to consolidated financial statements 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 statements made by the Management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express

an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Emphasis of Matter

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

- a. Note 3(a) regarding the approval of Resolution Plan of the Holding Company under the Insolvency & Bankruptcy Code, 2016 (IBC, 2016) by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata by its order dated April 18, 2018. The appeals filed by some of the banks were dismissed by the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by its order dated August 16, 2019 finding them without any merit. The Hon'ble Supreme Court by its order dated January 18, 2022 has dismissed the civil appeal no. 8411 of 2019 filed by one of the dissenting banks against the Hon'ble NCLAT order dated August 16, 2019. The Resolution Plan has not been implemented by the Banks till date. The Resolution Plan has accordingly attained finality.

- b. Note 35.1 In respect to Holding Company, regarding non provision of interest in view of 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. The Working Capital Banks are yet to implement the approved Resolution Plan and therefore interest etc. has not accrued to them. Accordingly, no provision for interest amounting to Rs.2,302.74 lakhs (March 31, 2022; Rs.385.20 lakhs) has been made for year ended March 31, 2023. Hon'ble NCLAT vide order & Judgement dated May 23, 2023 has dismissed the appeal filed by one of the banks against Hon'ble NCLT, Kolkata order dated March 11, 2022 and has directed all stakeholders to carry out all their obligations for implementation of the approved Resolution Plan under IBC, 2016. Hon'ble NCLT by its order dated March 11, 2022 has directed working capital consortium to take necessary steps for implementation of approved Resolution Plan and the period from April 18, 2018 till January 18, 2022 when the Hon'ble Supreme Court passed the order & judgement dated January 18, 2022 be formally excluded from the calculation of the period of implementation of the Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of the Resolution Plan.
- c. Note 42.2 regarding judgments of the Hon'ble Supreme Court, whereby 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.
- d. Note 46.1 regarding the recognition of deferred tax assets (net) on conservative basis as at March 31, 2023 amounting to Rs.15,020.25 lakhs (March 31, 2022 Rs.14,999.55 lakhs) corresponding to unused brought forward income tax losses pursuant to the provisions of Ind AS 12 "Income Taxes", 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.
- e. Note 57 regarding the claims of the Holding Company 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 claims is recognised to the extent the Company is reasonably certain of their realisation. Realisation of above claims may be lower than the claims recognized if the Company decides to settle the same out of court in future considering the substantial time involved in litigation. Impact thereof will be considered in the year of such settlement.

Our opinion is not modified in respect of this matter.

Independent Auditors of one of the subsidiary Company Suratgarh Bikaner Toll Road Company Private Limited in his report on financial results for the year ended March 31, 2023 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, 2023 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 Ind-AS Financial Statements 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 above matters.

Other Matters

We did not audit the financial statements/ financial information of 7 subsidiaries included in the consolidated financial statement, whose financial statements (before eliminating intra-group transactions) reflect total assets of Rs.77,610.83 lakhs as at March 31, 2023 and total revenue of Rs.10,968.44 lakhs, total net loss after tax of Rs.5,630.88 lakhs, total other comprehensive income of Rs. Nil and cash flows (net) of (Rs.332.66 lakhs) for the year ended on that date. These financial statements have been audited by other independent auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditors.

Our opinion is not modified in respect of above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we report that there are no qualification or adverse remarks included by the respective auditors in their CARO 2020 reports issued in respect of the standalone financial statements of the companies which are included in these consolidated financial statements.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - (b) In our opinion, proper books of account as required by law maintained by the Holding Company and its subsidiaries included in the Group incorporated in India relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books of the Holding Company and the reports of other auditors;
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account and records maintained by the Holding Company for the purpose of preparation of the consolidated financial statements;
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of statutory auditors of the subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to the consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A";
 - (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2023 has been paid/ provided by the Holding Company and its subsidiaries to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations as on March 31, 2023 on the consolidated financial position of the Group - Refer Note 42 to the consolidated financial statement;
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended March 31, 2023.
 - iv. (a) The respective Managements of the Holding Company and its subsidiaries whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The respective Managements of the Holding Company and its subsidiaries whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of

their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries whose financial statements have been audited under the Act, nothing has come to our or other

auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.

v. No dividend has been declared or paid during the year by the Holding Company and its subsidiaries companies.

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

Kamal Aggarwal
Partner

Place: New Delhi
Date: 29th May, 2023

Membership No.: 090129
UDIN: 23090129BGZHXD4069

ANNEXURE 'A'

To the Independent Auditors Report on Consolidated Financial Statements of **MBL Infrastructure Limited** for the year ended March 31, 2023

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (hereinafter referred to as "the Act")

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of **MBL Infrastructure Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiaries, are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the

orderly and efficient conduct of its business, including adherence to group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company and its subsidiaries, internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company and its subsidiaries, internal financial controls with reference to the consolidated financial statements.

Meaning of Internal Financial controls with Reference to the Financial Statements

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

Inherent Limitations of Internal Financial controls with Reference to the Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to its subsidiary companies, and to whom internal control over financial statements is applicable, is based on the corresponding report of the auditors of such companies.

Our opinion is not qualified in respect of this matter.

Opinion

In our opinion, the Holding Company and its subsidiaries, in all material respects, an adequate internal financial controls with reference to the consolidated financial statements and such internal financial controls were operating effectively as at March 31, 2023, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

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

Place: New Delhi
Date: 29th May, 2023

Kamal Aggarwal
Partner
Membership No.: 090129
UDIN: 23090129BGZHXD4069

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
Assets			
(1) Non Current Assets			
(a) Property, Plant and Equipment	5	4,642.36	5,284.66
(b) Goodwill		1,500.00	1,500.00
(c) Intangible Assets under Development	5A	4,715.23	3,370.72
(d) Other Intangible Assets	5B	63,647.17	70,222.44
(e) Financial Assets			
(i) Investment	6	0.02	1.04
(ii) Trade Receivables	7	1,55,896.18	1,52,636.01
(iii) Other Financial Assets	8	719.53	659.58
(f) Deferred Tax Assets (net)	9	15,020.25	14,999.55
(g) Non Current Tax Asset (net)	10	442.72	273.93
(h) Other Non Current Assets	11	12,076.69	13,447.70
(2) Current Assets			
(a) Inventories	12	307.39	353.24
(b) Financial Assets			
(i) Trade Receivables	13	12,521.39	5,584.40
(ii) Cash and Cash Equivalents	14	3,240.18	4,051.73
(iii) Other Bank Balances	15	28.56	22.97
(iv) Loan	16	167.70	335.66
(v) Other Financial Assets	17	1,403.35	1,654.09
(c) Current Tax Asset	18	9,182.32	9,182.32
(d) Other Current Assets	19	10,089.83	17,990.01
Total Assets		2,95,600.87	3,01,570.05
Equity and Liabilities			
Equity			
(a) Equity Share Capital	20	10,475.46	10,475.46
(b) Other Equity	21	68,125.32	73,168.80
Equity attributable to owners of the Company		78,600.78	83,644.26
Liabilities			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	96,118.95	97,653.82
(ii) Trade Payables	23		
-Total outstanding dues of micro enterprises and small enterprises			
-Total outstanding dues of creditors other than micro enterprises and small enterprises		3,799.79	3,529.07
(iii) Other Financial Liabilities		-	-
(b) Provisions	24	459.98	946.70
(c) Other Non Current Liabilities	25	38,513.41	38,513.41
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	26	17,753.88	22,796.19
(ii) Trade Payables	27		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		821.68	4,433.01
(iii) Other Financial Liabilities	28	51,651.93	47,944.52
(b) Other Current Liabilities	29	4,448.26	2,028.02
(c) Provisions	30	3,432.21	81.05
Total Equity and Liabilities		2,95,600.87	3,01,570.05

Significant Accounting Policies

1-4

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

As per our report of even date attached

For and on behalf of the Board of Directors
For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

per Kamal Aggarwal

Partner

Membership No.: 090129

Place: New Delhi

Date: May 29, 2023

Darshan Singh Negi

Chief Financial Officer

Anubhav Maheshwari

Company Secretary

Anjaneer Kumar Lakhotia

Chairman & Managing Director

DIN-00357695

Sunita Palita

Director

DIN-00365901

Consolidated Statement of Profit and Loss for the year ended March 31, 2023

(₹ in lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from Operation	31	15,938.55	16,438.97
Other Income	32	14,156.27	9,608.00
(A) Total Income		30,094.82	26,046.97
Expenses			
Cost of Materials Consumed	33	1,907.97	2,019.07
Employee Benefits Expense	34	1,325.15	1,378.24
Finance Costs	35	3,321.71	3,568.22
Depreciation and Amortisation Expense	36	7,215.25	6,712.44
Other Expenses	37	21,399.83	17,868.25
(B) Total Expenses		35,169.91	31,546.22
(C) Profit/ (Loss) before Exceptional Items and Tax (A-B)		(5,075.09)	(5,499.25)
(D) Exceptional Items (net)		-	-
(E) Profit/ (Loss) before Tax (C+D)		(5,075.09)	(5,499.25)
(F) Tax Expense:			
(1) Current Tax		-	-
(2) Deferred Tax	46 (c)	(23.42)	(5,512.64)
(3) Income tax for Earlier Years		-	-
(G) Profit/ (Loss) for the year (E-F)		(5,051.67)	13.39
Other Comprehensive Income			
i. Items that will not be reclassified to Profit or Loss		10.92	1.86
ii. Income Tax relating to items that will not be reclassified to Statement of Profit or Loss		(2.73)	(0.45)
(H) Total Other Comprehensive Income for the year (net of tax)		8.19	1.41
Total Comprehensive Income for the year (G+H)		(5,043.48)	14.80
Profit/(Loss) for the year attributable to:			
- Owners of the Company		(5,051.67)	13.39
- Non Controlling Interest			
Total		(5,051.67)	13.39
Other Comprehensive Income attributable to:			
- Owners of the Company		8.19	1.41
- Non Controlling Interest		-	-
Total		8.19	1.41
Total Comprehensive Income attributable to:			
- Owners of the Company		(5,043.48)	14.80
- Non Controlling Interest			
Total		(5,043.48)	14.80
Earnings per Equity Share (Face Value Rs.10/- each) (in Rs.)			
Basic and Diluted	44	(4.82)	0.01

Significant Accounting Policies

1-4

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

As per our report of even date attached

For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

For and on behalf of the Board of Directors

per Kamal Aggarwal

Partner

Membership No.: 090129

Darshan Singh Negi

Chief Financial Officer

Anjaneer Kumar Lakhotia

Chairman & Managing Director

DIN-00357695

Place: New Delhi

Date: May 29, 2023

Anubhav Maheshwari

Company Secretary

Sunita Palita

Director

DIN-00365901



Consolidated Statement of changes in equity for the year ended March 31, 2023

A. Equity Share Capital

(₹ in lakhs)

Particulars	No. of Shares	Share Capital
Balance as on April 1, 2021	10,47,54,624	10,475.46
Change in Equity share capital due to prior period errors	-	-
Restated balance at the beginning of the previous reporting period	-	-
Change in Equity share capital during the previous year	-	-
Balance as on March 31, 2022	10,47,54,624	10,475.46
Change in Equity share capital due to prior period errors	-	-
Restated balance at the beginning of the previous reporting period	-	-
Change in Equity share capital during the previous year	-	-
Balance as on March 31, 2023	10,47,54,624	10,475.46

B. Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus					Items of Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	Debenture Redemption Reserve	General Reserve	Retained Earnings	Re-measurement of Defined Benefit Plans	
Balance As on April 1, 2021	41,253.63	20,703.24	22,021.27	12,941.14	(25,385.26)		71,534.02
Profit/(Loss) for the year	-	-	-	-	13.39	-	13.39
Remeasurements of Defined Benefit Plans	-	-	-	-	-	1.41	1.41
Change due to impairment of stock in subsidiary					1,619.94		1,619.94
Transfer to Retained Earnings from Other Comprehensive Income	-	-	-	-	1.41	(1.41)	-
Consolidation Elimination Adjustment	-	-	-	-	0.04	-	0.04
Balance As on March 31, 2022	41,253.63	20,703.24	22,021.27	12,941.14	(23,750.48)	-	73,168.80
Profit/(Loss) for the year	-	-	-	-	(5,051.67)	-	(5,051.67)
Re-measurements of Defined Benefit Plans	-	-	-	-	-	8.19	8.19
Transfer to Retained Earnings from Other Comprehensive Income	-	-	-	-	8.19	(8.19)	-
Consolidation Elimination Adjustment	-	-	-	-	-	-	-
Balance As on March 31, 2023	41,253.63	20,703.24	22,021.27	12,941.14	(28,793.96)	-	68,125.32

Refer Note No 20 for nature and purpose of reserves

Significant Accounting Policies

1-4

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

As per our report of even date attached

For and on behalf of the Board of Directors

For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

per Kamal Aggarwal

Partner

Membership No.: 090129

Place: New Delhi

Date: May 29, 2023

Darshan Singh Negi

Chief Financial Officer

Anubhav Maheshwari

Company Secretary

Anjaneer Kumar Lakhotia

Chairman & Managing Director

DIN-00357695

Sunita Palita

Director

DIN-00365901

Consolidated Cash Flow Statement for the year ended March 31, 2023

(₹ in lakhs)

Particulars		For the Year ended March 31, 2023	For the Year ended March 31, 2022
A.	Cash Flow from Operating Activities		
	Net Profit/(Loss) Before Tax & Exceptional Items	(5,075.09)	(5,499.25)
	Adjustment for:		
	Depreciation & Amortisation expenses	7,215.25	6,712.44
	Loss/(Gain) on Currency Transaction & Translation	224.08	136.05
	Finance Cost	3,321.71	3,568.22
	Interest Income	(13,499.14)	(9,133.89)
	Consolidation Elimination Adjustment	-	0.04
	Operating Profit/ (Loss) before Working Capital Changes	(7,813.19)	(4,216.38)
	Working Capital Adjustments :		
	(Increase)/ Decrease in Inventories	45.85	36.79
	(Increase)/ Decrease in Trade Receivables	2,762.14	(7,664.89)
	(Increase)/ Decrease in Current Financial Assets	(5.59)	223.76
	(Increase)/ Decrease in Other Current and Non-Current Financial Assets	192.43	27.88
	(Increase)/ Decrease in Loans	167.96	576.13
	(Increase)/ Decrease in Other Current and Non-Current Assets	9,535.73	17,999.07
	Increase/ (Decrease) in Current and Non Current Trade Payables	(3,341.26)	(435.40)
	Increase/ (Decrease) in Other Current and Non-Current Financial Liabilities	3,065.92	(4,164.72)
	Increase/ (Decrease) in Other Current and Non- Current Liabilities & Provisions	3,239.18	(3,790.94)
	Cash Generated from/ (used for) Operations	7,849.17	(1,408.70)
	Taxes Paid (net)	(168.79)	(171.07)
	Net Cash Generated from/ (used in) Operating Activities (A)	7,680.38	(1,579.77)
B.	Cash Flow from Investing Activities		
	Capital Expenditure	(1,389.79)	(1,714.96)
	Interest Received	280.94	110.35
	Net Cash generated from/ (used in) Investing Activities (B)	(1,108.85)	(1,604.61)
C.	Cash Flow from Financing Activities		
	Proceeds from / (Repayment of) Long Term Borrowings (net)	-	-
	Proceeds from / (Repayment of) Short Term Borrowings (net)	(7,424.63)	3,734.06
	Interest and Finance Charges Paid	40.53	(119.62)
	Change due to impairment of stock in subsidiary	1.02	1,619.94
	Net Cash Generated from/ (used in) Financing Activities (C)	(7,383.08)	5,234.38
	Net Increase/ (Decrease) Cash & Cash Equivalents (A+B+C)	(811.55)	2,050.00
	Cash & Cash Equivalents (Closing Balance) (Including Book Overdraft)	3,240.18	4,051.73
	Cash & Cash Equivalents (Opening Balance) (Including Book Overdraft)	4,051.73	2,001.73
	Net Changes in Cash & Cash Equivalents	(811.55)	2,050.00
	Cash and Cash Equivalents as per note no. 14	3,240.18	4,051.73
	Cash & Cash Equivalents (Closing Balance) (Including Book overdraft)	3,240.18	4,051.73



Consolidated Cash Flow Statement for the year ended March 31, 2023

Note:

1. The consolidated cash flow statement has been prepared using the indirect method as set out in Indian Accounting Standard 7 "Statement of Cash Flows"
2. Reconciliation of Liabilities arising from Financing Activities

Particulars	As at March 31, 2022	Proceeds Raised through		Non Cash Flow- Fair Value Changes/ Foreign Exchange (gain)/loss	As at March 31, 2023
		Non cash Flow-Others	Proceeds/ (Repayment)		
Long Term Borrowings	97,653.82	(1,536.85)	-	1.98	96,118.95
Short Term Borrowings	22,796.19	2,382.32	(7,424.63)	-	17,753.88

Significant Accounting Policies

1-4

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

As per our report of even date attached

For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

per Kamal Aggarwal

Partner

Membership No.: 090129

Place: New Delhi

Date: May 29, 2023

For and on behalf of the Board of Directors

Darshan Singh Negi

Chief Financial Office

Anubhav Maheshwari

Company Secretary

Anjaneer Kumar Lakhota

Chairman & Managing Director

DIN-00357695

Sunita Palita

Director

DIN-00365901

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

SIGNIFICANT ACCOUNTING POLICIES

1. GENERAL INFORMATION

MBL Infrastructure Ltd (“the Company”) together with its subsidiaries (collectively, “The Company or its Group”) is a public limited company domiciled and incorporated in India and its equity shares are listed at Bombay Stock Exchange (BSE)/ National Stock Exchange (NSE). The registered office is located at Baani Corporate One Tower, Suite No. 308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi- 110025, India. The Company is engaged in the execution of civil Engineering infrastructure projects :Roads and Highways (Construction,BOT,O&M) , Buidling, Housing & Urban Infrastructure,Railways/Metro and other infrastructure.

2. STATEMENT OF COMPLIANCE AND RECENT PRONOUNCEMENTS

(a) Statement of Compliance

The Consolidated Financial Statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 (“Act”) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. These financial statements have been approved for issue by the Board of Directors at its meeting held on May 29, 2023.

(b) Recent Accounting Pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There is a notification which is applicable from April 1, 2022.The company has adopted the amendments vide Companies (Indian Accounting Standard) Ammendment Rules, 2022 notifying amendment to existing Ind AS. These ammendments to the extent relevant to the company’s operation were relating to Ind AS 16 “Property, Plant and Equipment” which clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment and Ind AS 37 “Provisions, Contingent Liabilities and Contingent Assets” which specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

There were other ammendments in various standards including Ind AS 101 “First-time Adoption of Indian Accounting Standards”, Ind AS 103 “Business Combinations”, Ind AS 109 “Financial Instruments”, and Ind AS 41 “Agriculture” which have not been listed herein above since these are not relevant to the company.

Revision in these standards did not have any material impact on the profit/loss and earning per share for the year

MCA issued notification dated March 31, 2023 to amend existing Ind AS vide Companies (Indian Accounting Standard) Amendment Rules, 2023. These amendments to the extent relevant to the company’s operation include amendment to Ind AS 1 “Presentation of Financial Statements” which requires the entities to disclose their material accounting policies rather than their significant accounting policies, Ind AS 8 “Accounting Policies, Changes in Accounting Estimates and Errors” which has introduced a definition of ‘accounting estimates’ and include amendments to help entities distinguish changes in accounting policies from changes in accounting estimates . Further consequential ammendments with respect to the concept of material accounting policies have also been made in “; Ind AS 107 “Financial Instruments: Disclosures” and Ind AS 34 “Interim Financial Reporting”Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements.

There are other amendments in various standards including Ind AS 101 “First-time Adoption of Indian Accounting Standards”, Ind AS 103 “Business Combinations, Ind AS 109 “Financial Instruments” Ind AS 115 “Revenue from Contracts with Customers”, Ind AS 12 “Income Taxes” which has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences and Ind AS 102 “Share-based Payment” which have not been listed herein above since these are not relevant to the company.

Even though the company will evaluate the impact of above, none of these amendments as such are vital in nature and are not likely to have material impact on the financial statements of the company.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation of Consolidated Financial Statements

- (i) The Consolidated Financial Statements relate to MBL Infrastructure Ltd (the Company), and its subsidiaries collectively known as the Group as detailed below:

Particulars	Country of Incorporation	% of Shareholding / Voting Power	
		31.03.2023	31.03.2022
AAP Infrastructure Limited	India	100	100
MBL Highway Development Company Limited	India	100	100
MBL (MP) Toll Road Company Limited	India	100	100
Suratgarh Bikaner Toll Road Company Private Limited	India	100	100
MBL Projects Limited	India	100	100
MBL (MP) Road Nirman Company Limited	India	100	100

The Consolidated Financial Statements have been prepared under the historical cost convention on accrual basis except certain financial instruments that are measured in terms of relevant Ind AS at fair value at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

Operating cycle for the business activities of the Group covers the normal duration of the project/ contract/ service including the defect obligation period, wherever applicable, and extends up to the realisation of receivables (including retention money) within the credit period normally applicable to the respective project. In cases where the operating cycle cannot be identified in the normal course, the same has been assumed to have duration of twelve months. Accordingly, all Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of financial statements' and Schedule III to the Companies Act, 2013.

- (ii) The Consolidated Financial Statements are presented in Indian Rupees ('INR'), which is the Group's functional and presentation currency and all amounts are rounded to the nearest Lacs (except otherwise indicated).

Resolution Plan of the Holding Company under the Insolvency & Bankruptcy Code, 2016 (IBC, 2016) was approved by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata by its order dated April 18, 2018. The appeals filed by some of the banks were dismissed by the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by its order dated August 16, 2019 finding them without any merit. The Hon'ble Supreme Court by its order dated January 18, 2022 has dismissed the civil appeal no. 8411 of 2019 filed by one of the dissenting banks against the Hon'ble NCLAT order dated August 16, 2019. The Resolution Plan has accordingly attained finality.

Subsidiaries are entities over which the Group has control and the Control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its:

- Power over the investee
- Exposure or rights to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Subsidiaries are consolidated from the date control over the subsidiary is acquired and they are discontinued from the date of cessation of control.

- (a) The Consolidated Financial Statements of parent Company and its subsidiaries have been consolidated on line-by-line basis by adding together book value of like items of assets, liabilities, income and expenses after eliminating intra-group balances and intra- group transactions in accordance with Ind AS 110 "Consolidated Financial Statement".

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

- (b) Non-controlling Interest represents the equity in a subsidiary not attributable, directly or indirectly to a Parent. Non-controlling interest's share of net profit of subsidiaries for the year is identified and adjusted against the revenue of the Group in order to arrive at the net revenue attributable to the owners of the Company. The excess of loss for the year over the non-controlling interest is adjusted in owner's interest. Non-controlling interest's share of net assets of subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.
- (c) The difference between the cost of investment at the time of acquisition of shares in the subsidiaries and the share of net of the assets acquired and the liabilities assumed measured at their acquisition date fair values is identified in the Consolidated financial statements as Goodwill or Capital Reserve as the case may be.
- (d) The Build, Operate and Transfer (BOT)/design, built, finance, operate and transfer (DBFOT) contracts are governed by service concession agreements with government authorities (grantor). Under these agreements, the operator does not own the road, but gets "toll collection rights" against the construction services rendered. Since the construction revenue earned by the operator is considered as exchanged with the grantor against toll collection rights, revenue is recognized at fair value of construction services rendered and profit from such contracts is considered as realized. Accordingly, in respect of BOT/DBFOT contracts the intra group transactions relating to constructions and the profits arising thereon are taken as realized and not eliminated.
- (e) The Consolidated Financial Statements are prepared using uniform accounting policies for similar material transactions and other events in similar circumstances otherwise as stated elsewhere.
- (f) Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with Parent Company's Consolidated Financial Statements.

(b) Business Combination and Goodwill

The Group except for combination of group entities which are under common control applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred. Assets acquired and liabilities assumed are generally measured at their acquisition date fair values.

In case of combination of entities under control, business combination are accounted for under pooling of interest method whereby the assets and liabilities are combined at the carrying amount and no adjustments are made to reflect their fair values or recognize any new assets or liabilities.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the combination date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

(c) Non-Controlling Interest

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that is not attributable to the Company's shareholders.

Non-controlling interests are initially measured at the non-controlling interests' proportionate share of the amount of the non-controlling interests is the amount of the acquiree's identifiable net assets. Subsequent to the acquisition, the carrying amount of the non-controlling interest is the amount of the interest at initial recognition plus the non - controlling interests' share of subsequent changes in equity.

(d) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

- (i) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

- (ii) Level 2: inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.
- (iii) Level 3: inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

(e) Accounting Estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future years.

(f) Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(g) Recoverability of Claims

The Group has claims in respect of cost over-run arising due to client caused delays, suspension of projects, deviation in design and change in scope of work etc., which are at various stages of negotiation/ discussion with the clients or under arbitration. The realisability of these claims are estimated based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and external experts, wherever necessary. Changes in facts of the case or the legal framework may impact realisability of these claims. Revenue in respect of the claims is recognised to the extent, the Group is reasonably certain of their realisation.

(h) Property, Plant and Equipment (PPE)

Property, plant and equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose, cost include deemed cost on the date of transition and comprises purchase price of assets or its construction cost including duties and taxes, inward freight and other expenses incidental to acquisition or installation and adjustment for exchange differences wherever applicable and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement when incurred.

Depreciation and Amortisation

Depreciation on Property, Plant & Equipment is provided as per Schedule II of the Companies Act, 2013 on straight line method.

Assets costing rupees five thousand or less are being depreciated fully in the year of addition/acquisition.

Depreciation on Property, Plant and Equipment commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Category	Estimated Useful Life (in years)
Buildings	60 Years
Plant and machinery	4-13 Years*
Computer equipment	3 Years
Furniture and fixtures	10 Years
Office equipment	4-10 Years*
Vehicles - Motor cycles, scooters and other mopeds	
Motor Bus, Motor Lorry, Motor Cars other than those used in a business of running them on hire	6-8 Years*
Motor Cycles, Scooters & Other Mopeds	5-10 years*

* For these class of assets , based on internal assessment and independent technical evaluation carried out by the chartered engineers, the company believes that the useful lives as given above best represents the period over which the company expects to use these assets. Hence the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule-II of the Companies Act, 2013.

Freehold Land is not depreciated.

Depreciation methods, useful lives and residual values are reviewed and adjusted as appropriate, at each reporting date.

(i) Intangible Assets

Intangible assets are stated at cost inclusive of duties and taxes less accumulated amount of amortisation and impairment losses. Toll Collection Rights are amortised over the period of concession, using revenue based amortisation as prescribed in IndAS 36. Under this method, the carrying value of the rights is amortised in the proportion of actual toll revenue for the year to projected revenue for the balance toll period, to reflect the pattern in which the assets economic benefits will be consumed. At each balance sheet date, the projected revenue for the balance toll period is reviewed by the management. If there is any change in the projected revenue from previous estimates, the amortisation of toll collection rights is changed prospectively to reflect any changes in the estimates.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

(j) Intangible Assets under Development

Cost and other directly attributable expenses incurred towards construction of roads are kept as intangible assets under development till the date these are ready for intended use.

(k) Accounting for Service Concession Arrangements

The Group Operates and maintains infrastructure (operation services) used to provide a public service for a specified period of time . These arrangements may include Infrastructure used in a public-to-private service concession arrangement for its entire useful life. Under Appendix C to Ind AS 115 – Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The intangible asset model is used to the extent that the Group receives a right (i.e a franchisee) to charge users of the public services.

(l) Derecognition of Tangible and Intangible Assets

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

(m) Inventories

EConstruction materials are valued at lower of cost and fair value (except scrap/ waste which are valued at net realizable value). Cost of inventories is ascertained on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and selling costs. The cost is computed on weighted average basis. Provision for obsolescence in inventories is made, whenever required.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

(n) Financial Assets and Financial Liabilities

Financial assets and financial liabilities (financial instruments) are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the Group or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value Through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) Cash and Cash Equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets and Financial Liabilities Measured at Amortised Cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition

(iii) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

(iv) For the purpose of para (ii) and (iii) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

(v) Financial Assets or Liabilities at Fair Value through Profit or Loss

Financial Instruments which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

(vi) Investment in Subsidiaries and Associates are being carried at Cost.

(vii) Impairment of Financial Assets

The Group evaluates whether there is any objective evidence that financial assets including loan, trade and other receivables are impaired and determines the amount of impairment allowance as a result of the inability of the parties to make required payments. The Group bases the estimates on the ageing of the receivables, credit-worthiness of the receivables and historical write-off experience and variation in the credit risk on year to year basis.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**(viii) Derecognition of Financial Instruments**

The Group derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Financial liabilities are derecognized if the Group's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

(o) Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate as at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the statement of profit and loss. Foreign exchange gain/loss to the extent considered as an adjustment to Interest Cost are considered as part of borrowing cost.

(p) Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium. Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(q) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognized and are disclosed by way of notes to the Consolidated financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are not recognised but disclosed in the Consolidated financial statements by way of notes to accounts when an inflow of economic benefits is probable.

Provisions for onerous contracts are recorded in the statements of operations when it becomes known that the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received.

(r) Employee Benefits

Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered.

Contribution to defined contribution plans such as Provident Fund etc, is being made in accordance with statute and are recognised as and when incurred.

Contribution to defined benefit plans consisting of contribution to gratuity are determined at close of the year at present value of the amount payable using actuarial valuation techniques. Actuarial gain and losses arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Other long term employee benefits consisting of Leave Encashment are determined at close of the year at present value of the amount payable using actuarial valuation techniques. The changes in the amount payable including actuarial gain/loss are recognised in other comprehensive income.

(s) Revenue Recognition

The Group recognizes revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognized to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. The customer obtains control of the asset when it simultaneously benefits by the entity's performance. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost to date, to the total estimated cost attributable to the performance obligation.

Transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party. Variable consideration is estimated using the expected value method or most likely amount as appropriated in a given circumstance. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price.

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged off in Statement of Profit and Loss immediately in the period in which such costs are incurred. Incremental costs of obtaining a contract, if any, and costs incurred to fulfill a contract are amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to date, to the total estimated cost attributable to the performance obligation.

In respect of construction/ project related activity, the Group follows percentage of completion method. Percentage of completion is determined by survey of work performed / physical measurement of work actually completed at the balance sheet date taking into account contractual price/ unit rates and revision thereto.

The Income from Projects on BOT (Toll) is recognized on actual collection of toll revenue as per concession agreement. Revenue from electronic toll collection is recognized on accrual basis. Annuity from BOT (Toll plus Annuity) projects is recognized on accrual basis.

(i) Critical Accounting Judgements, Estimation and Uncertainty:

Determining the revenue to be recognized in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to date, to the total estimated cost attributable to the performance obligation.

(ii) Revenue from Construction/ Project Related Activity is recognized as follows:

Fixed Price Contracts: Contract revenue is recognized over time to the extent of performance obligation satisfied and control is transferred to the customer. Contract revenue is recognized at allocable transaction price which represents the cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to date, to the total estimated contract costs.

For contracts where the aggregate of contract cost incurred to date plus recognized profits (or minus recognized losses as the case may be) exceeds the progress billing, the surplus is shown as contract asset and termed as "Due from customers". For contracts where progress billing exceeds the aggregate of contract cost incurred to date plus recognized profits (or minus recognized losses as the case may be), the surplus is shown as contract liability and termed as "Due to customers". Amount received before the related work is performed are disclosed in the Balance Sheet as Contract Liability and termed as "Advances from customers". The amounts billed on customer for work performed and are unconditionally due for payment i.e., only passage of time is required before payment falls due, are disclosed in the Balance Sheet as "Trade Receivables". The amount of retention money held by the customers pending completion of performance milestone is disclosed as part of contract asset and is reclassified as "Trade Receivables" when it becomes due for payment.

- Revenue in respect of claims is recognised to the extent the Group is reasonably certain of their realisation.
- Other operational income is recognised on rendering of related services, as per the terms of the contracts.
- Other items of income are accounted as and when the right to receive arises.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**(iii) Other Income****Interest Income**

Finance income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable EIR. Other income is accounted for on accrual basis. Where the receipt of income is uncertain, it is accounted for on receipt basis.

Dividend Income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

(t) Borrowing Costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

(u) Leases**As a Lessee**

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) Group has substantially all of the economic benefits from the use of the asset through the period of the lease and (iii) Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), low-value leases and where the agreement contain the clause for cancellation of agreement without any penalty. For these short-term, low-value or cancellable leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

(v) Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income.

(i) Current Tax

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences between the carrying amount of assets and liabilities in the Consolidated financial statements and the corresponding tax base used in the computation of taxable profit as well as for unused tax losses or credits. In principle, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Deferred tax assets and liabilities are also recognized on temporary differences arising from business combinations except to the extent they arise from goodwill that is not taken into account for tax purposes.

Deferred taxes are calculated at the enacted or substantively enacted tax rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited to the income statement, except when it relates to items credited or charged directly to other comprehensive income in equity, in which case the corresponding deferred tax is also recognized directly in equity.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

(iii) Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act, 1961 is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax asset on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet. At each Balance Sheet date, the carrying amount of MAT Credit Entitlement receivable is reviewed to reassure realisation.

(w) Earnings per Share

Basic Earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

(x) Segment Accounting:-

Operating segments are identified and reported taking into account the different risk and return, organisation structure and internal reporting system.

4. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Consolidated financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the Consolidated financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the Consolidated financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

(a) Contract Estimates

The Group, being a part of construction industry, prepares budgets in respect of each project to compute project profitability. The two major components of contract estimate are 'claims arising during Construction period' and 'budgeted costs to complete the contract'. While estimating these components various assumptions are considered by the management such as (i) Work will be executed in the manner expected so that the project is completed timely (ii) consumption norms will remain same (iii) Assets will operate at the same level of productivity as determined (iv) Wastage will not exceed the normal % as determined etc. (v) Estimates for contingencies (vi) There will be no change in design and the geological factors will be same as communicated and (vii) price escalations etc. Due to such complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions all assumptions are reviewed at each reporting date.

(b) Depreciation/ Amortisation and Impairment on PPE and Intangible Assets

Property, plant and equipment are depreciated on straight-line basis over the estimated useful lives in accordance with Schedule II of the Companies Act, 2013, taking into account the estimated residual value, wherever applicable.

The useful lives of some of the assets have been reviewed during the year and the same have been revised on the basis of such evaluation duly supported by technical advice. This has resulted in additional depreciation of Rs.32.66 lakhs for the year ended March 31, 2023.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

The Group reviews carrying value of its Tangible and intangible Assets whenever there is objective evidence that the assets are impaired. In such situation Asset's recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amount of impairment expense to be recorded during any reporting period. This reassessment may result in change estimated in future periods.

(c) Impairment of Investments in Associates

Investments in associates has been carried at cost. The Group has tested for impairment at year end based on the market value where the shares are quoted, P/E ratio of similar sector company along with premium/discount for nature of holding and Net Asset Value computed with reference to the book value/ projected discounted cash flow of such company in respect of unquoted investments.

(d) Impairment Allowances on Trade Receivables

The Group evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Group bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience. If the financial conditions of the trade receivable were to deteriorate, actual write-offs would be higher than estimated.

(e) Income Taxes

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

(f) Defined benefit obligations (DBO)

Critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

(g) Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigations/ against the Group as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note 5. Property, Plant and Equipment

As at March 31, 2023

(₹ in lakhs)

Particulars	Freehold Land	Buildings	Plant & Machinery	Furniture & Fittings	Vehicles	Office Equipment	Computers	Grand Total
Gross Block								
As at April 1, 2022	10.62	1,633.10	16,565.05	362.88	387.22	215.56	139.56	19,313.99
Additions	-	-	8.13	0.39	-	5.39	4.56	18.47
Disposal/ Adjustments	-	-	57.26	-	13.02	-	-	70.29
As at March 31, 2023	10.62	1,633.10	16,515.92	363.27	374.20	220.95	144.12	19,262.18
Accumulated Depreciation								
As at April 1, 2022	-	196.25	12,880.10	287.92	350.25	193.25	121.56	14,029.33
Charge during the year	-	27.53	577.00	21.99	4.24	4.31	4.91	639.96
Disposal/ Adjustments	-	-	37.12	-	12.37	-	-	49.49
As at March 31, 2023	-	223.79	13,419.98	309.91	342.12	197.56	126.47	14,619.82
Net Block as at March 31, 2023	10.62	1,409.31	3,095.93	53.36	32.08	23.39	17.65	4,642.36

As at March 31, 2022

(₹ in lakhs)

Particulars	Freehold Land	Buildings	Plant & Machinery	Furniture & Fittings	Vehicles	Office Equipment	Computers	Grand Total
Gross Block								
As at April 1, 2021	10.62	1,633.10	16,557.40	362.88	387.22	210.74	137.25	19,299.21
Additions	-	-	7.65	-	-	4.82	2.31	14.78
Disposal/Adjustments	-	-	-	-	-	-	-	-
As at March 31, 2022	10.62	1,633.10	16,565.05	362.88	387.22	215.56	139.56	19,313.99
Accumulated Depreciation								
As at April 1, 2021	-	168.72	11,862.78	259.07	333.89	187.39	114.61	12,926.46
Charge during the year	-	27.53	1,017.32	28.85	16.36	5.86	6.95	1,102.85
Disposal/Adjustments	-	-	-	-	-	-	-	-
As at March 31, 2022	-	196.25	12,880.10	287.92	350.25	193.25	121.56	14,029.33
Net Block as at March 31, 2022	10.62	1,436.85	3,684.94	74.96	36.97	22.30	18.00	5,284.66

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

5A Intangible Assets under Development

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Opening Cost	-	3,370.72	1,687.65
Add: Additions during the year	5A.1	1,344.51	1,683.07
Less: Capitalised during the year	-	-	-
Closing Gross carrying value		4,715.23	3,370.72

5A.1 The details of expenditure incurred during construction period are as follows:

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Payment For Development Charges	-	2,592.60

5B Other Intangible Assets

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Opening Gross Carrying value		85,731.53	85,731.53
Transfer to Intangible assets from intangible assets under development *		-	-
Disposal/(Adjustments)		-	-
Closing Gross carrying value		85,731.53	85,731.53
Accumulated Amortization			
Opening		15,509.09	9,899.49
Amortization for the year **		6,575.27	5,609.59
Disposal/(Adjustments)		-	-
Closing	-	22,084.36	15,509.09
Closing Net Carrying Amount		63,647.17	70,222.44

* Being the right to operate and maintain the highways on Build, Operate and Transfer basis.

** The amortisation of Intangible assets (Carriage ways) created has been done according to MCA circular G.S.R.(E) dated April 17, 2012.

Note 6. Investments - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Investment in Equity Instruments (at cost) - Unquoted			
RGY Road Private Limited	-	-	1.00
9,990 (2022 : 9,990) equity shares of Rs.10/- each fully paid			
MBL (CGRG) Road Limited	-	-	0.01
50 (2022 : 50) equity shares of Rs.10/- each fully paid up			
MBL (GSY) Road Limited	-	-	0.01
50 (2022 : 50) equity shares of Rs.10/- each fully paid up			
Orissa Steel Expressway Private Limited*	6.2	0.02	0.02
200 (2022 :200) equity shares of Rs.10/- each fully paid			
Total		0.02	1.04

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

6.1 Statement of Investment in Subsidiaries

Investment in Subsidiaries

Name of the Company	Principal Activity	Country of Incorporation	% of holding as at March 31, 2023	% of holding as at March 31, 2022
AAP Infrastructure Limited	Construction and Civil Engineering	India	100	100
MBL Highway Development Company Limited	Construction and Civil Engineering	India	100	100
MBL (MP) Toll Road Company Limited	Construction and Civil Engineering	India	100	100
Suratgarh Bikaner Toll Road Company Private Limited	Construction and Civil Engineering	India	100	100
MBL Projects Limited.	Construction and Civil Engineering	India	100	100
MBL (MP) Road Nirman Company Limited	Construction and Civil Engineering	India	100	100
MBL (Haldia) Toll Road Company Limited*	Construction and Civil Engineering	India	100	100

* Application has been submitted to the Ministry of Corporate Affairs (MCA) for striking off one subsidiary namely MBL (Haldia) Toll Road Company Limited as there was no business and same is in process at MCA.

6.2 The Group has investment of 2,37,43,800 equity shares aggregating to 30.30% in Orissa Steel Expressway Private Limited (OSEPL), a Special Purpose Vehicle, for execution of Four/Two Laning of Rimuli-Roxy- Rajamunda Section of NH 215 from km 163.00 to km 269.00 in the state of Orissa awarded by NHAI on DBFOT Basis and there were option agreements which could have been exercised by the parties prior to completion/termination of concession agreement.

On January 13, 2017, the concession agreement with NHAI was foreclosed and arbitration proceedings were initiated by OSEPL. An arbitration award dated March 31, 2019 for Rs.32,278.00 lakhs plus interest @ 10 % p.a. was passed in favour of OSEPL. The said arbitration award has been challenged by NHAI before Hon'ble High Court, Delhi. Pursuant to order dated July 24, 2019, NHAI has deposited Rs.32,278.00 lakhs as a condition for stay of operation of the award pending final adjudication.

Out of 2,37,43,800 equity shares aggregating to 30.30%, 1,28,64,000 equity shares held by the Group has been inappropriately transferred reducing the shareholding of the Group in OSEPL to 13.89 % for which the Group had filed an application inter-alia oppression and mismanagement with Hon'ble NCLT, Cuttack. The Group has filed appeal before Hon'ble NCLAT against NCLT order dated August 31, 2022, which is pending adjudication. The investment is carried at net cost.

7 Trade Receivables - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good	7.1 & 13.1	1,55,896.18	1,52,636.01
Total		1,55,896.18	1,52,636.01

7.1 Refer Note No. 13 for Current portion of Trade Receivables

7.2 Break-up of trade receivables is as follows:

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Non Current	7	1,55,896.18	1,52,636.01
Current	13	12,521.39	5,584.40
Deferred Credit (Non current)	11	12,070.67	13,447.70
Deferred Credit (Current)	19	6,082.49	13,946.21
Total		1,86,570.73	1,85,614.32

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

The above balances are subject to confirmation/reconciliation and consequential impact thereof.

7.3 Ageing of trade receivables is as follows:

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Within Credit period	13	8,602.83	4,968.89
Past due 0-180 days	-	3,918.56	615.51
Past due more than 180 days	-	1,74,049.34	1,80,029.92
Total		1,86,570.73	1,85,614.32

7.4 Refer Note No. 13.1 for Ageing of Trade Receivables

8 Other Financial Assets - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Deposit with Banks having maturity more than 12 months	8.1	514.92	514.92
Accrued Interest on fixed deposits	-	202.99	144.32
Security Deposit	-	1.62	0.34
Total		719.53	659.58

8.1 Fixed deposits includes pledged with banks as margin of Rs.302.81 Lakhs (March 31, 2022: Rs.302.81 Lakhs)

8.2 Fixed deposits includes pledged with others as security deposit of Rs.212.11 lakhs (March 31, 2022: Rs.212.11 Lakhs)

9 Deferred Tax Assets (Net) - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets	47(c)	30,180.39	32,591.85
Less: Deferred Tax Liabilities		15,160.14	17,591.30
Deferred Tax Assets (Net)		15,020.25	14,999.55

10 Non Current Tax Asset (net)

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Advance tax (Tax Deducted At Source)	-	442.72	273.93
Total		442.72	273.93

11 Other Non Current Assets - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Capital Advance		6.02	-
Deferred credit - Deposits/others		12,070.67	13,447.70
Total		12,076.69	13,447.70

12 Inventories - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
(As valued and certified by the management) (at cost or net realisable value, whichever is lower)			
Construction materials at site	-	307.39	353.24
Total		307.39	353.24

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

13 Trade Receivables - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good	13.1	12,521.39	5,584.40
Total		12,521.39	5,584.40

13.1 The table below provides ageing schedule for trade receivables outstanding as at March 31, 2023:

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable Considered good	8,602.83	3,918.56	-	-	-	12,521.39
Undisputed Trade Receivable which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable Considered good	696.73	17,468.86	10,177.09	16,303.34	1,29,403.32	1,74,049.34
Disputed Trade Receivable which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
Total	9,299.56	21,387.42	10,177.09	16,303.34	1,29,403.32	1,86,570.73

The table below provides ageing schedule for trade receivables outstanding as at March 31, 2022:

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable Considered good	4,968.89	615.51	-	-	-	5,584.40
Undisputed Trade Receivable which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable Considered good	25,806.82	13,953.12	24,020.08	74,139.80	42,110.25	1,80,030.07
Disputed Trade Receivable which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
Total	30,775.71	14,568.63	24,020.08	74,139.80	42,110.25	1,85,614.47

14 Cash and Cash Equivalents - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Balances with Banks:			
In current accounts	-	1,531.61	1,545.13
Cash on hand	-	31.61	39.71
Deposits with banks having maturity less than 3 months	-	1,676.96	2,466.89
Total		3,240.18	4,051.73

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**15 Other Bank Balances - Current**

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Deposits with banks having maturity more than 3 months but less than 12 months	15.1 & 15.2	27.86	21.83
Unclaimed Dividend	-	0.50	0.74
Deposits with banks having original maturity less than 3 months	15.1 & 15.2	0.20	0.40
Total		28.56	22.97

15.1 Fixed deposits includes pledged with others as security deposit of Rs.4.00 lakhs (March 31, 2022: Rs.4.20 Lakhs)

15.2 Fixed deposits includes pledged with banks as margin of Rs.24.06 lakhs (March 31, 2022: Rs.18.03 lakhs)

16 Loans

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
(Unsecured - considered good unless otherwise stated)			
Considered Good	-	167.70	335.66
Total		167.70	335.66

17 Other Financial Assets - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Unsecured Considered Good unless otherwise stated			
Advance to Related Parties (Refer note no. 38)	-	213.66	481.91
Security and Other Deposits	17.1	534.38	482.89
Accrued Interest on Fixed Deposits	-	53.93	82.37
Others	17.1	601.38	606.92
Total		1,403.35	1,654.09

17.1 The above balances are subject to confirmation/reconciliation and consequential impact thereof.

17.2 The Company has not given any advances to Directors or other officers of the Company or any of them either severally or Jointly with any other persons or advance to firms or private Company respectively in which any director is a partner or director or a member.

17.3 There is no loan or advance in the nature of loan granted by the Company to promoters, Directors, KMP's and the related parties.

18 Current Tax Asset

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Income Tax Refundable		9,182.32	9,182.32
Total		9,182.32	9,182.32

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

19 Other Current Assets - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Advance against materials, services, etc.	19.1	3,865.44	3,917.79
Deferred credit-deposits/others	-	6,082.49	13,946.21
Prepaid expenses	-	54.12	53.26
Balances with government authorities	-	84.95	57.10
Other Advances	-	2.83	15.65
Total		10,089.83	17,990.01

19.1 Advance against materials, services, etc. are subject to confirmations from certain parties.

20 Equity Share Capital

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Authorised Shares 10,50,00,000 (March 31, 2022 - 10,50,00,000) Equity Shares of Rs.10/- each	-	10,500.00	10,500.00
Total		10,500.00	10,500.00
Issued, Subscribed & Fully Paid Up Shares 10,47,54,624 (March 31, 2022 - 10,47,54,624) Equity Shares of Rs.10/- each fully paid up	20.1	10,475.46	10,475.46
Total		10,475.46	10,475.46

20.1 The Company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share.

20.2 In the event of Liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

20.3 Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	Value	Number	Value
Equity Shares:				
Number of Shares at the beginning of the year	10,47,54,624	10,475.46	10,47,54,624	10,475.46
Add: Addition during the year	-	-	-	-
Number of Shares at the end of the year	10,47,54,624	10,475.46	10,47,54,624	10,475.46

20.4 The details of shareholders holding more than 5% shares of the aggregate share in the Company:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	%	No. of Shares	%
MBL A Capital Limited	3,32,74,877	31.77%	3,32,74,877	31.77%
Anjaneer Kumar Lakhota	1,33,58,716	12.75%	1,33,58,716	12.75%
Dipika Suppliers LLP	1,18,00,000	11.27%	1,18,00,000	11.27%
Chetan Commotrade LLP	99,00,000	9.45%	99,00,000	9.45%

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**20.5 The Discloser of shareholding of promoters and entities forming part of promoter Group**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of total Shares	No. of Shares	% of total Shares
Promoters				
Anjaneer Kumar Lakhota	1,33,58,716	12.75%	1,33,58,716	12.75%
MBL A Capital Limited	3,32,74,877	31.77%	3,32,74,877	31.77%
Entities forming part of Promoter Group				
Dipika Suppliers LLP	1,18,00,000	11.27%	1,18,00,000	11.27%
Chetan Commotrade LLP	99,00,000	9.45%	99,00,000	9.45%
Prabhu International Vyapaar Pvt. Ltd.	34,08,316	3.25%	34,08,316	3.25%

There is no change in shareholding during financial year 2022-2023

21 Other Equity

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Capital Reserve	21.2	41,253.63	41,253.63
Securities Premium	21.3	20,703.24	20,703.24
Debenture Redemption Reserve	21.4	22,021.27	22,021.27
General Reserve	21.5	12,941.14	12,941.14
Retained Earnings	21.6	(28,793.96)	(23,750.48)
Total		68,125.32	73,168.80

21.1 Refer Statement of changes in Equity (SOCE) for movement in balances of reserves.

Nature and purpose of Reserves:-

21.2 Capital Reserve represents adjustments arising out of Resolution Plan under Insolvency and Bankruptcy Code, 2016 approved by the Hon'ble NCLT on April 18, 2018

21.3 Securities Premium

Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.

21.4 Debenture Redemption Reserve

Debenture Redemption Reserve represents 25% of the outstanding amount of debentures in accordance with Companies (Share Capital and Debentures) Rules, 2014. Investment in specified securities against the Debentures Redemption Reserve will be made on Implementation of Resolution Plan by the Financial Institution & Banks.

21.5 General Reserve

The General Reserve is created from time to time by appropriating profits from retained earnings. The General Reserve is created by a transfer from one component of equity to another and accordingly it is not reclassified to the Statement of profit and loss.

21.6 Retained Earnings

Retained Earnings generally represent the undistributed profits /amount of accumulated earnings of the Company.

22 Borrowings - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Secured			
0.10% Non-Convertible Debentures	22.1	49,241.32	48,911.00
Working Capital Term Loans (WCTL) from Banks	22.2	3,723.52	3,709.50
Equipment/Vehicle Finance/Term Loan/External Commercial Borrowings	22.3		
- From Banks		37,487.06	39,374.83
- From Others		3,405.66	3,397.10
From Body Corporates		328.36	328.36
Unsecured			
- From Body Corporates	-	1,933.03	1,933.03
Total		96,118.95	97,653.82

22.1 The Company has issued 0.10% Secured Non-Convertible Debentures to banks to be redeemed at a premium of 10% at the time of final redemption as per approved Resolution Plan. The payment of the interest will be made at the end of each quarter in terms of approved Resolution plan (read with orders of Hon'ble NCLT/NCALT)

The payment of the Principal amount is in 39 unequated quarterly installments as per approved Resolution Plan.

A security trustee will be appointed for creation of security and the amount of NCDs aggregating to Rs.88,085.05 Lakhs (March 31, 2022 Rs.88,085.05 Lakhs) (Including Deferred Credit to March 31, 2023 Rs.38,513.41 Lakhs, March 31, 2022 Rs. 38,513.41 Lakhs) will be secured by:

- (i) 1st pari-passu charge on the long term receivables.
- (ii) 2nd pari-passu charge on the entire current assets of the Company.

22.2 There is working capital term loan of Rs.3,737.54 Lakhs (March 31, 2022 Rs. 3,737.54 Lakhs) from banks. The rate of interest on such loan is 1 year MCLR of SBI plus spread of 0.70% p.a and will be repaid in 39 unequated quarterly installments as per approved Resolution Plan. (read with orders of Hon'ble NCLT/NCALT)

The Working Capital Term Loan is secured as follows:

- (i) 1st pari-passu charge on the entire Fixed Assets (movable and immovable) of the Company except those specifically charged to Equipment/ECB lenders.
- (ii) 1st pari-passu charge on the long term receivables.
- (iii) 2nd pari-passu charge on the entire current assets of the Company.

22.3 (a) Equipment / Vehicle finance/ External commercial borrowings (ECB) availed from banks and others are secured by hypothecation of specific equipments; comprising construction equipments acquired out of the said loans.

(b) Term loan availed by the subsidiary company "Suratgarh Bikaner Toll Road Company Pvt Ltd" from banks is secured by First charge on all the movable & immovable assets of the company, escrow account, intangible assets, all toll revenues and receivables, funds in debt service reserve account and pledge of 51% equity shares of the company held by the parent company. Corporate Guarantee of parent company for concessionaire event of default (further subject to terms of Resolution Plan approved under IBC, 2016 of parent company)

22.4 Non-Current borrowings from body Corporates is secured by way of pledge of 9,78,000 nos. (March 31, 2022 - 9,78,000 nos.) shares of the Company held by Promoter Company MBL A Capital Limited.

22.5 All the amounts will be paid after proper reconciliation and without prejudice to legal remedies available to the Company. The Company will have the option to prepay the dues to banks, financial institutions /creditors (based on time value of their dues at discount rate), without any additional levies.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**22.6 Maturity profile of long term borrowings on implementation of resolution plan by financial creditors:**

(₹ in lakhs)

Particulars	Rate of Interest (%)*	Within 1 year	1 to 2 years	2 to 3 years	Beyond 3 years
0.1% Non-Convertible Debentures*	0.1% p.a.	330.32	770.74	880.85	47,259.40
WCTL from Banks *	1 Year SBI MCLR* + (0.70%p.a.)	14.02	32.70	37.38	3,639.42
Equipment/Vehicle Finance/ External Commercial Borrowings*	1 Year SBI MCLR* + (0.70%p.a.)				
- From Banks		47.93	95.39	109.02	10,597.03
- From Others		17.11	29.94	34.21	3,324.40
Term Loan					
- From Banks	7.60%	8528.31	6,323.00	7,126.00	4,660.38
Loan from Body Corporates*	1 Year SBI MCLR* + (0.70%p.a.)	-	-	-	2,261.40
Total		8,937.69	7,251.77	8,187.46	71,742.03

* Maturity profile of borrowing and interest rates have been considered in terms of Approved Resolution plan.(read with order of the Hon'ble NCLT/NCLAT).

22.7 Hon'ble NCLT by its order dated March 11, 2023 had, inter-ala, directed that the period from April 18, 2018 till January 18, 2022 when the Hon'ble Supreme Court passed the order & judgement dated January 18, 2022 be formally excluded from the calculation of the period of implementation of the Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of the Resolution Plan. Hon'ble by order & judgement dated May 23, 2023 upheld the said order of Hon'ble NCLAT. Since no amount was payable in the previous year, figures/information on maturity profile of long-term borrowings are not applicable.

23 Trade Payable - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
A) Total outstanding dues of micro enterprises and small enterprises	23.1	-	-
B) Total outstanding dues of Creditors other than micro enterprises and small enterprises	23.2 - 23.5	3,799.79	3,529.07
Total		3,799.79	3,529.07

23.1 Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, based on the confirmation and information available with the company regarding the status of suppliers.

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Interest amount remaining unpaid but not due as at year end	-	-
b) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) Interest accrued and remaining unpaid as at year end	-	-
e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

23.2 Refer Note No. 27.4 for Ageing of Trade Payables

23.3 Refer Note No. 27.5

23.4 The above balances are subject to confirmation/reconciliation and consequential impact thereof.

23.5 Refer Note No. 42.2

24 Provisions - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	39	63.06	67.64
Others	-	396.92	879.06
Total		459.98	946.70

25 Other Non Current Liabilities - Non Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Deferred gain on fair valuation of financial instruments	-	38,513.41	38,513.41
Total		38,513.41	38,513.41

26 Borrowings - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Secured			
- Working Capital facilities from banks (repayable on demand)	26.1	3,737.54	3,737.54
- Liquidation Value of Dissenting Financial Creditors	26.2	4,902.25	4,902.25
Current maturities of Long Term Debt			
From banks NCD Portion		330.32	660.64
- From Banks	26.3 & 26.4	8,568.41	13,058.86
- From Others	-	17.11	25.67
Unsecured			
- From Body Corporates	-	198.25	411.23
Total		17,753.88	22,796.19

26.1 Restructuring of working capital facilities in term of Resolution Plan

There is cash credit facilities aggregating to Rs 3,737.54 Lakhs (March 31, 2022 Rs.3737.54 Lakhs) from banks. The rate of interest on such cash credit will be 1 year MCLR of SBI plus spread of 0.70% p.a as per the approved Resolution Plan. The Cash Credit facilities is secured as follows:

- (i) 1st pari-passu charge on the entire current assets of the company.
- (ii) 2nd pari-passu charge on the entire Fixed Assets (movable and immovable) of the Company.
- (iii) 2nd pari-passu charge on the long term receivables.

26.2 All the amounts will be paid after proper reconciliation and without prejudice to legal remedies available to the Company.

26.3 All the amounts will be paid after proper reconciliation and without prejudice to legal remedies available to the Company. The Company will have the option to prepay the dues to banks, financial institutions /creditors (based on time value of their dues at discount rate), without any additional levies.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

27 Trade Payables - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
A) Total outstanding dues of micro enterprises and small enterprises	27.1	-	-
B) Total outstanding dues of Creditors other than micro enterprises and small enterprises	27.2 - 27.5	821.68	4,433.01
Total		821.68	4,433.01

27.1 Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, based on the confirmation and information available with the Company regarding the status of suppliers.

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Interest amount remaining unpaid but not due as at year end	-	-
b) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) Interest accrued and remaining unpaid as at year end	-	-
e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

27.2 Refer Note No.42.2

27.3 Balances are subject to confirmations/reconciliations and consequential impact thereof.

27.4 The table below provides details regarding the creditors ageing as at March 31, 2023:

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 Years	Less than 1 and 1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-	-
Others	-	758.82	58.09	3.77	1.00	821.68
Disputed Dues -MSME	-	-	-	-	-	-
Disputed Dues-Others	3,799.79	-	-	-	-	3,799.79
Total	3,799.79	758.82	58.09	3.77	1.00	4,621.47

The table below provides details regarding the creditors ageing as at March 31, 2022:

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 Years	Less than 1 and 1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-	-
Others	4,433.01	-	-	-	-	4,433.01
Disputed Dues -MSME	-	-	-	-	-	-
Disputed Dues-Others	3,529.07	-	-	-	-	3,529.07
Total	7,962.08	-	-	-	-	7,962.08

27.5 There is no trade payable which is due for payment as on March 31, 2023 as per Resolution Plan approved under IBC, 2016

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

28 Other Financial Liabilities - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Unclaimed Dividend	-	0.50	0.74
Provision for Claims	28.1 & 28.2	51,330.24	46,412.68
Others		196.64	1,404.70
Security Deposit	-	25.16	25.16
Liabilities against Capital Goods	-		
- Total outstanding dues of MSME	-	-	-
- Total outstanding dues of creditors other than MSME	28.3 to 28.5	56.31	56.16
Others	28.3	43.08	45.08
Total		51,651.93	47,944.52

28.1 In respect of the Subsidiary Company MBL (MP) Toll road Company Limited, 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. Provision has been made for claims including for foreign exchange fluctuation as per conservative principles of accounting but the same is not acknowledged as debt payable by the Company. Arbitration in terms of the substitution agreement and escrow agreement has been invoked by the Company under Arbitration and Conciliation Act, 1996 raising its claims. The project centric facility is secured by:

1. First Charge on all movable and immovable assets of the Company
2. First charge on escrow account
3. First charge /assignment of toll revenues/annuity and receivables from the Project
4. First Charge/ assignment on the funds in debt service reserve account.
5. Pledge of 30% equity shares of the Company held by the parent company.
6. Corporate Guarantee of parent Company for concessionaire event of default (further subject to terms of Resolution Plan approved under IBC, 2016 of parent company)

28.2 In respect of the Subsidiary Company MBL Highway Development Company Limited from bank there was a participation in concession agreement dated September 9, 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. Repayments and interest were to be made from escrow account out of deposit of user fee (toll) on achievement of Commercial Operation Date(COD) or termination payment or out of share of debt under Arbitration Award. The project centric facility is secured by First charge on all the movable & immovable assets, both present & future, escrow account, intangible assets, all revenues and receivables and pledge of 30% equity shares of the company held by the parent company. However the concession agreement was terminated by MPRDC on November 18, 2016.

Legal proceedings are pending at various forums for adjudication of disputes including writ petition & dispute resolution proceedings in India and summary judgement & certificate of enforcement from a foreign country and its execution petition in India by such participant. The company has received legal advice that the same is not enforceable in India. Arbitration in terms of the substitution agreement and escrow agreement has been invoked. The company 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 MPRDC 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 the Company

28.3 Refer Note No. 42.2

28.4 Balances are subject to confirmations/ reconciliations and consequential impact thereof.

28.5 Refer Note No. 27.5

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

29 Other Current Liabilities- Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Advance from Customers	-	404.40	343.66
Advance from Related Parties	38	2,345.03	176.59
Provision for Independent Engineer Fees	-	73.55	73.55
Provision for Periodical major maintenance	-	1,399.56	1,209.00
Others	-	225.72	225.22
Total		4,448.26	2,028.02

30 Provisions - Current

(₹ in lakhs)

Particulars	Refer Note No.	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits	39	4.96	4.52
Statutory Dues	-	5.80	9.81
Others	-	3,421.45	66.72
Total		3,432.21	81.05

31 Revenue from Operations

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Construction and Project related activities	45	6,010.98	7,966.91
User fee (toll)	-	9,864.88	8,436.93
User fee (fast tag)	-	62.69	35.13
Total		15,938.55	16,438.97

32 Other Income

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on fixed deposits	-	162.47	110.35
Interest from Others	-	118.47	539.26
Interest income on Financial Asset carried at amortised cost			
- Trade Receivables	-	12,959.14	6,950.79
- wrt BOT Adjustment	-	259.06	290.32
Amortisation of deferred portion of financial liabilities measured at amortised cost			
- Trade Payables	-	-	1,243.17
- Dues to Employees	-	-	-
Claims	-	1.25	-
Miscellaneous income	-	655.88	474.11
Total		14,156.27	9,608.00

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

33 Cost of Materials Consumed

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of Materials Consumed	-	1,907.97	2,019.07
Total		1,907.97	2,019.07

34 Employee Benefits Expense

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, Wages and Bonus	-	1,132.63	1,173.20
Contribution to Provident and Other funds	-	65.19	72.77
Staff Welfare Expenses	-	127.33	132.27
Total		1,325.15	1,378.24

35 Finance Costs

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest expense	35.1 & 35.2	3,026.17	3,539.62
Interest expense on amortisation of financial assets and financial liabilities	-	295.54	28.60
Total		3,321.71	3,568.22

35.1 As part of the approved Resolution Plan of the Holding Company Hon'ble NCLAT vide order & Judgement dated May 23, 2023 has dismissed the appeal filed by one of the banks against Hon'ble NCLT, Kolkata order dated March 11, 2022 and has directed all stakeholders to carry out all their obligations for implementation of the approved Resolution Plan under IBC, 2016. Hon'ble NCLT by its order dated March 11, 2022 has directed working capital consortium to take necessary steps for implementation of approved Resolution Plan and the period from April 18, 2018 till January 18, 2022 when the Hon'ble Supreme Court passed the order & judgement dated January 18, 2022 be formally excluded from the calculation of the period of implementation of the Resolution Plan and all dates mentioned in the Resolution Plan are consequentially extended for implementation of the Resolution Plan.

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. The Working Capital Banks are yet to implement the approved Resolution Plan and therefore interest etc. have not accrued to them. Accordingly, no provision for interest amounting to Rs.2,301.74 lakhs (March 31, 2022; Rs.385.20 lakhs) has been made for the year ended March 31, 2023. The ageing of the borrowings has been taken as per Hon'ble NCLT/ NCLAT order and may undergo changes after implementation of the Plan.

35.2 The account of one of the Subsidiary Company i.e. Suratgarh Bikaner Toll Road Company Private Limited with banks became NPA. A Resolution Plan under RBI guidelines has been submitted to the Banks which is under consideration. Provision for the finance costs has been made for the period as per the said Resolution Plan. The classification of the term loans may undergo change on implementation of the Resolution Plan.

36 Depreciation and Amortisation Expense

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on Property, Plant and Equipment	5	639.98	1,102.85
Amortisation of Intangible Asset	5B	6,575.27	5,609.59
Total		7,215.25	6,712.44

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

37 Other Expenses

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Direct labour, Sub-Contract etc.	-	900.28	1,579.06
Stores and Spares Consumed	-	108.45	116.86
Power, Fuel and Lubricants	-	686.90	532.80
Hire Charges - Vehicles and Equipments	-	101.07	102.73
Routine Maintenance Expenses	-	122.41	102.85
Periodical Maintenance Expenses	-	270.11	1,209.00
Sites Rent	-	45.01	53.51
Repairs to Machinery	-	16.61	14.99
Insurance	-	78.73	56.13
Rates and Taxes, excluding taxes on income	-	35.30	43.98
Other Repairs	-	115.73	90.60
Remuneration to Auditors	37.1	34.98	26.59
Bank Commission and Charges	-	24.43	46.19
Interest Expenses on Financial Assets at Amortised Cost			
- Trade Receivables	-	14,423.43	7,968.23
Loss on sale of Fixed assets		2.32	-
Corporate Social Responsibility (CSR) Expenditure	37.2	19.72	14.12
Director's Remuneration	-	73.50	62.25
Premium Paid- Additional Concession Fee	-	294.54	280.51
Miscellaneous Expenses	-	1,283.21	3,846.73
Provision for Expenses	-	2,539.02	1,585.07
Loss on Currency Transaction & Translation	-	224.08	136.05
Total		21,399.83	17,868.25

37.1 Remuneration to Auditors comprises of:

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Payment to Auditors			
- Statutory Audit	-	27.96	22.20
- Tax Audit	-	5.50	2.90
- Certification Fees etc.	-	1.52	1.49
Total		34.98	26.59

37.2 Corporate Social Responsibility (CSR) expenditure

(₹ in lakhs)

Particulars	Refer Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Amount required to be spent by the company during the year		17.66	13.76
Amount of expenditure incurred		19.72	14.12
Shortfall at the end of the year		-	-
Total of previous years shortfall		-	-
Reason for Shortfall		Not Applicable	Not Applicable
Nature of CSR Activities		Tree Plantation	Tree Plantation
Details of related party transactions		Not Applicable	Not Applicable
Where a provision is made with respect to liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately		Not Applicable	Not Applicable

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

38 Related Party Disclosures

Related parties have been identified in terms of Ind As 24 "Related Party Disclosures" as listed below :

Name of the Related Party	Relationship
A Joint Ventures	
TCIL - MBL (JV) (100%)	Enterprises-Participation interest
MBL - Supreme (JV) (100%)	Enterprises-Participation interest
MBL- ABCI (JV) (2%)	Enterprises-Participation interest
MBL- VIL (JV) (100%)	Enterprises-Participation interest
B SMH Infrastructure Pvt Ltd	Enterprises owned or significantly influenced by key management personnel or their relatives
C Key Management Personnel	Relationship
Mr. Anjaneer Kumar Lakhotia, as a Member of Board	Key Management Personnel
Mr. Ashwini Kumar Singh, Independent Director	Key Management Personnel
Mrs. Sunita Palita, Independent Director	Key Management Personnel
Mr. Ranjit Datta, Independent Director	Key Management Personnel
Mr. Ram Dayal Modi, Independent Director	Key Management Personnel
Mr. Surender Aggarwal	Key Management Personnel
Mr. Darshan Singh Negi, Chief Financial Officer, MBL Infrastructure Ltd., MBL (MP) Toll Road Company Limited, MBL Highway Development Company Limited, AAP Infrastructure Limited, MBL Projects Limited and MBL (MP) Road Nirman Company Limited	Key Management Personnel
Mr. Mukesh Baheti, Chief Financial Officer, Suratgarh Bikaner Toll Road Company Private Limited	Key Management Personnel
Mr. Prakash Sharma, Director, as a Member of Board, AAP Infrastructure Limited	Key Management Personnel
Mr. Sudhanshu Chaturvedi, Director, as a Member of Board, AAP Infrastructure Limited*	Key Management Personnel
Mr. Ramnarayan Sharma, Director, as a Member of Board, AAP Infrastructure Limited*	Key Management Personnel
Mr. Anubhav Maheshwari, Company Secretary, MBL Infrastructure Ltd., MBL (MP) Toll Road Company Limited, MBL Highway Development Company Limited, AAP Infrastructure Limited and Suratgarh Bikaner Toll Road Company Private Limited	Key Management Personnel
Mr. Alok Kumar, Company Secretary, MBL Projects Ltd. and MBL (MP) Road Nirman Company Limited.	Key Management Personnel
D Enterprises owned or significantly influenced by key management personnel or their relatives with whom transactions have taken during the period.	

NOTE:

Mr. Sudhanshu Chaturvedi and Mr. Ram Narayan Sharma resigned as directors and Ms Sunita Palita and Ashwini kumar Singh were appointed as Independent Directors in AAP Infrastructure Limited w.e.f September 01, 2022.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**E. Transactions during the year**

(₹ in lakhs)

Particulars	Key Management Personnel		Enterprises owned or significantly influenced by key management personnel or their relatives		Enterprises-Participation Interest	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Director's Sitting Fees	8.30	6.15	-	-	-	-
Reimbursement of expenses/ Payments/(Receipts) (Net)	340.00	-	1,830.00	-	211.10	1,617.30
Contact Revenue Billed, etc.	-	-	-	-	5.41	1,183.41

F Outstanding Balances

(₹ in lakhs)

Particulars	Key Management Personnel		Enterprises owned or significantly influenced by key management personnel or their relatives		Enterprises-Participation interest	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Amount Receivable	-	-	-	-	213.65	481.91
Amount Payable	340.00*	-	1830.00*	-	175.00	176.59

* Advance towards Promoter's Contribution

G The transactions with the related parties are made on terms equivalent to those that prevail for arm's length transactions. The assessment is undertaken each financial year through examining the financial position of the related party and in the market in which the related party operates. Outstanding balances are unsecured and will be settled in cash.

H Compensation to Key Managerial Personnel

(₹ in lakhs)

Particulars	2022-23	2021-23
Director's Remuneration	178.68	62.25
Remuneration - Other Key Managerial Personnel	77.85	185.90
Post-employment benefits, etc. (includes provision for leave, gratuity and other post-retirement benefits)*	-	-
Total	256.53	248.15

* Post employment benefits i.e gratuity and leave encashment which cannot be separately identified from the composite amount advised by the actuary. Therefore, same has not been disclosed above.

Note:

- The above information is as identified by the management and relied upon by the auditors.
- Terms and Conditions of transactions with Related Parties:

All transactions from related parties are made in ordinary course of business. For the year ended March 31, 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

39 Employee Benefits

As per Ind AS - 19 "Employee Benefits", the disclosure of Employee Benefits as defined are given below:

Defined Contribution Plan

The Company makes Provident Fund and Employees State Insurance Fund contributions for eligible employees. Under the schemes, the Company is required to contribute a specified percentage / fixed amount of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the respective fund set up by the government authority.

Expense recognised for Defined Contribution Plans for the year is as under:

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Employer's Contribution to Provident Fund	20.37	22.00
Total	20.37	22.00

Defined Benefit Plan

The Company has a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

Reconciliation of Opening and Closing balances of Present Value of the Defined Benefit Obligation & Change in Plan Assets:

(₹ in lakhs)

S.No	Particulars	Gratuity	Leave Encashment
(i)	Movement in Obligation		
	Present value of obligation - March 31, 2022	61.15	11.00
	Service cost	7.19	(1.47)
	Interest on defined benefit obligation	4.45	-
	Benefits settled	(3.36)	(0.03)
	Remeasurement- Actuarial (Gain)/Loss	(10.91)	-
	Present value of obligation - March 31, 2023	58.52	9.49

(₹ in lakhs)

	Change in Plan assets	Gratuity (Funded)	
(ii)	Particulars	March 31, 2023	March 31, 2022
	Fair Value of Plan assets at the beginning of the financial year	-	-
	Expected return on plan assets	-	-
	Actuarial Gain/ (Loss)	-	-
	Contributions	-	-
	Benefits settled	-	-
	Fair Value of Plan assets at the end of the financial year	-	-

Net Funded Status of Plan-Gratuity

(₹ in lakhs)

(iii) (a)	Particulars	March 31, 2023	March 31, 2022
	Closing Defined Benefit Obligation	58.52	61.15
	Closing fair value of plan assets	-	-
	Net Funded Status of Plan(Surplus/(Deficit))	58.52	61.15

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**Net Funded Status of Plan-Leave Encashment**

(₹ in lakhs)

(iii) (b)	Particulars	March 31, 2023	March 31, 2022
	Closing Defined Benefit Obligation	9.49	11.00
	Closing fair value of plan assets	-	-
	Net Funded Status of Plan(Surplus/(Deficit))	9.49	11.00

Expenses recognised in the statement of Profit and Loss:

(₹ in lakhs)

(iv)	Particulars	Gratuity	Leave Encashment
	Service cost	10.34	3.41
	Interest cost	3.55	0.61
	Actuarial Gain/ (Loss)	(1.86)	(1.21)
	Expected return on plan assets	-	-
	For the year ended March 31, 2022	12.03	2.81
	Service cost	7.19	(1.47)
	Interest cost	4.45	-
	Actuarial Gain/ (Loss)	(10.91)	-
	Expected return on plan assets	-	-
	For the year ended March 31, 2023	0.73	(1.47)

Expenses recognised in Other Comprehensive Income-Gratuity

(₹ in lakhs)

(v)	Particulars	March 31, 2023	March 31, 2022
(i)	Remeasurement- Actuarial (Gain)/Loss	(10.91)	(1.86)
	Net expenses recognised in Other Comprehensive Income	(10.91)	(1.86)

Expenses recognised in Other Comprehensive Income-Leave Encashment

(₹ in lakhs)

(ii)	Remeasurement- Actuarial (Gain)/Loss	-	(1.21)
	Net expenses recognised in Other Comprehensive Income	-	(1.21)

Principal Actuarial Assumptions used for estimating the Company's defined benefit obligations

(₹ in lakhs)

(vi)	Particulars	March 31, 2023	March 31, 2022
	Discounting rate (%)	7.58%	7.49%
	Estimated rate of return on plan assets (%)	0%	0%
	Salary Increase (%)	6%	6%
	Attrition rate (%)	5%	5%
	Mortality Rate	IALM (2012-14)	IALM (2012-14)
	Retirement age (years)	60	60

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

(vii) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

(viii) The discount rate is based on the market yield available on long term government bonds.

(₹ in lakhs)

Particulars	Gratuity	Leave Encashment
As at March 31, 2023		
Current Liability	3.67	1.29
Non Current Liability	54.85	8.20
Total	58.52	9.49
As at March 31, 2022		
Current Liability	3.05	1.47
Non Current Liability	58.10	9.53
Total	61.15	11.00

Sensitivity Analysis

(₹ in lakhs)

Gratuity	Change in assumptions	March 31, 2023	March 31, 2022
Discount rate	1.00%	54.51	56.52
	-1.00%	63.03	66.41
Salary Growth rate	1.00%	62.90	66.29
	-1.00%	54.53	56.55
Attrition rate	1.00%	58.65	61.15
	-1.00%	58.38	61.12
Mortality Rate	10.00%	58.53	61.15

(₹ in lakhs)

Leave Encashment	Change in assumptions	March 31, 2023	March 31, 2022
Discount rate	1.00%	8.80	10.13
	-1.00%	10.28	12.00
Salary Growth rate	1.00%	10.24	11.94
	-1.00%	8.83	10.17
Attrition rate	1.00%	9.54	11.07
	-1.00%	9.44	10.92
Mortality Rate	10.00%	9.50	11.00

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation, keeping all other actuarial assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**Maturity profile of Defined Benefit Obligation as on 31st March, 2023:**

(₹ in lakhs)

Period	Gratuity	Leave Encashment
Within 1 yr	3.67	0.68
1-2 yrs	4.45	0.93
2-3 yrs	2.78	0.45
3-4 yrs	3.96	0.48
4-5 yrs	4.02	0.68
5-10 yrs	23.79	3.22
Above 10 yrs	15.85	3.05
Total	58.52	9.49

40 Fair value of financial assets and liabilities

a) The carrying amounts and fair values of financial assets and liabilities are as follows:

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2023		As at March 31, 2022	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets-At amortised cost					
Trade Receivables	7 & 13	1,68,417.57	1,68,417.57	1,58,220.41	1,58,220.41
Cash & Cash Equivalents	14	3,240.18	3,240.18	4,051.73	4,051.73
Other Bank Balances	15	28.56	28.56	22.97	22.97
Other Financial Assets	8 & 17	2,122.88	2,122.88	2,313.67	2,313.67
Total		1,73,809.19	1,73,809.19	1,64,608.78	1,64,608.78
Financial Liabilities-At amortised cost					
Borrowings	22 & 26	1,13,872.83	1,13,872.83	1,20,450.01	1,20,450.01
Trade Payables	23 & 27	4,621.47	4,621.47	7,962.08	7,962.08
Other Financial Liabilities	28	51,651.93	51,651.93	47,944.52	47,944.52
Total		1,70,146.23	1,70,146.23	1,76,356.61	1,76,356.61

The management considers that the above carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values. The above table includes the balances payable to financial and operational creditors in terms of the resolution plan under the IBC, 2016.

b) Fair Valuation Techniques

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:-

- The fair value of cash and cash equivalents, trade receivables, current trade payables, current financial liabilities and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The Board considers that the carrying amounts of financial assets and financial liabilities recognised at cost/amortised cost in the financial statements approximate their fair values.
- In terms of the resolution plan, the long term borrowings as on March 31, 2023 are substantially at fixed rate. Accordingly, any increase or decrease in the market rate of interest will have implications on the fair value of long term debt in future years.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

41 Financial risk management, objective and policies

The Company's business activities are exposed to a variety of financial risks – credit risk, liquidity risk and market risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The risks are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

However, as indicated in note no. 22 entire loan has been restructured. In view of the above, the related risks have undergone significant variation leading to substantial improvement in financial position and will require reconsideration on giving effect to the above adjustments in the financial statement.

i) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables). To manage this, the management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. Receivables from customers are reviewed/evaluated periodically by the management and appropriate provisions are made to the extent recovery there against has been considered to be remote.

The carrying amount of respective financial assets recognised in the financial statements represents the Company's maximum exposure to credit risk.

Credit exposure is managed by counterparty limits for investment of surplus funds which is reviewed by the Management. Bank balances are held with reputed and creditworthy banking institutions.

Trade receivables disclosed include amounts that are past due at the end of the reporting period but against which the Company has not recognised an allowance for doubtful receivables because there has not been a significant change in credit quality and the amounts are still considered recoverable.

ii) Liquidity Risk

The Company's objective is to maintain optimum level of liquidity to meet its cash and collateral requirement at all times. The Company relies on Borrowing and internal accruals to meet its need for fund. The current committed lines of credit are sufficient to meet its short to medium term expansion needs.

The table provides undiscounted cash flow towards non-derivative financial liabilities and net settled derivative financial liabilities into relevant maturity based on the remaining period at balance sheet date to contractual maturity date.

As at March 31, 2023

(₹ in lakhs)

Particulars	Less than 12 months	More than 12 months	Total
Financial Liability			
Borrowings	17,753.88	96,118.95	1,13,872.83
Trade Payables	821.68	3,799.79	4,621.47
Others	51,651.93	-	51,651.93
Total	70,227.49	99,918.74	1,70,146.23

As at March 31, 2022

(₹ in lakhs)

Particulars	Less than 12 months	More than 12 months	Total
Financial Liability			
Borrowings	22,796.19	97,653.82	1,20,450.01
Trade Payables	4,433.01	3,529.07	7,962.08
Others	47,944.52	-	47,944.52
Total	75,173.72	1,01,182.89	1,76,356.61

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**iii) Market Risk**

Market risk is the risk or uncertainty arising from possible market price movements resulting in fluctuation of the fair value of future cash flows of a financial instrument. The major components of Market risks are foreign currency exchange risk and interest rate risk. Financial instruments affected by market risk include borrowings.

a) Foreign Currency Risk

The Company does not have any transaction in foreign currency except foreign currency ECB loan. There are no outstanding Derivative contracts as on 31st March 2023. In terms of resolution plan, ECB Loan is payable in INR Currency.

b) Interest rate and sensitivity

The Company's exposure in market relating to change in interest rate primarily arises from floating rate borrowing with banks and financial institutions. As at March 31, 2023, substantially all of the Company borrowings fall under the fixed interest rates (approved under resolution plan), hence there will be no interest rate risk. Considering the restructuring of borrowing, the carrying amount of said borrowing was considered to be fair value.

As at March 31, 2023

(₹ in lakhs)

Particulars	Total borrowings	Floating rate borrowings	Fixed rate borrowings	Weighted average interest rate (%)
Borrowing- in INR	1,13,872.83	-	1,13,872.83	8.32
Total	1,13,872.83	-	1,13,872.83	

As at March 31, 2022

(₹ in lakhs)

Particulars	Total borrowings	Floating rate borrowings	Fixed rate borrowings	Weighted average interest rate (%)
Borrowing- in INR	1,20,450.01	-	1,20,450.01	8.32
Total	1,20,450.01	-	1,20,450.01	

iv) Capital Risk Management

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity, internal fund generation and other non-current borrowings. The Company's policy is to use current and non-current borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the gearing ratio which is net debt divided by total capital. Net debts are non-current and current debts as reduced by cash and cash equivalents.

The Company also monitors capital using gearing ratio which is net debt divided by total capital. The gearing ratio is as follows:

Gearing Ratio

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Debt		
Borrowing	1,13,872.83	1,20,450.01
Cash and Cash Equivalent	3240.18	4,051.73
Net Debt(net of cash and cash equivalent)	1,10,632.65	1,16,398.28
Capital		
Equity Share Capital	10,475.46	10,475.46
Other Equity	68,125.32	73,168.80
Total Capital	78,600.78	83,644.26
Capital and net debt	1,89,233.43	2,00,042.54
Gearing Ratio	0.58	0.58

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

42 Contingent Liabilities and Commitments (to the extent not provided for)

a) Contingent Liabilities

(₹ in lakhs)

S.No	Particulars	As at March 31, 2023	As at March 31, 2022
a	Claims against the company / disputed liabilities not acknowledged as debts (to the extent ascertained)	5.00	5.00
b	Outstanding bank guarantees	632.29	1,138.74
c	Tax matters disputed under appeal	1445.90*	1,038.80
	Total	2,083.19	2,182.54

* Includes Rs. 244.57 lakhs pertaining to period prior to the approval of the Resolution Plan under Insolvency & Bankruptcy Code, 2016 and for which no claim was filed. The Company has received legal opinion that no such amount is payable as the claim stands extinguished in terms of Insolvency & Bankruptcy Code, 2016.

42.1 The Company's pending litigations comprises of claim against the Company and proceedings pending with tax/ statutory/Government Authorities. The Company has reviewed all its pending litigation and proceedings and has made adequate provisions, and disclosed the contingent liabilities, wherever applicable, in its financial statements.

42.2 As per judgments of the Hon'ble Supreme Court, 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.

42.3 As per resolution plan approved under IBC, 2016,

- 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 corporate debtor.
- One Time Settlement with lenders of SPVs/subsidiaries subject to rights & remedies available to the corporate debtor by issuing NCDs for 10years @ coupon rate of 0.10 % to be paid after payment of dues of COC members.

42.4 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.

b) Commitments: Rs.Nil (March 31, 2022 - Rs.Nil)

43 Disclosures as required by Indian Accounting Standard (Ind AS) 37 "Provisions, Contingent Liabilities and Contingent Assets"

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the entity. During the normal course of business, unresolved claims remains outstanding. The inflow of economic benefits, in respect of such claims cannot be measured due to uncertainties that surround the related events and circumstances.

44 Earnings per share

Basic and diluted earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average of equity shares outstanding during the year.

Before Exceptional Items

(Rs. In Lakhs except otherwise stated)

Particulars	March 31, 2023	March 31, 2022
Profit/(loss) attributable to equity shareholders	(5,051.67)	13.39
Weighted average number of equity shares (in nos.)	10,47,54,624	10,47,54,624
Basic & diluted earnings per equity share (In Rs)	(4.82)	0.01

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

After Exceptional Items

(Rs. In Lakhs except otherwise stated)

Particulars	March 31, 2023	March 31, 2022
Profit/(loss) attributable to equity shareholders	(5,051.67)	13.39
Weighted average number of equity shares (in nos.)	10,47,54,624	10,47,54,624
Basic & diluted earnings per equity share (In Rs)	(4.82)	0.01

* There is no dilution to the basic EPS as there are no outstanding potentially dilutive equity shares.

45 Disclosure in accordance with Ind AS 115 'Construction contracts' – Amount due from/to customers on Construction Contracts

a) Disaggregation of revenue according to type of good or service as per Ind AS 115.

(₹ in lakhs)

Type of good or service	For the year ended March 31, 2023	For the year ended March 31, 2022
Civil construction	8,133.09	7,411.47
Total	8,133.09	7,411.47

b) Contract balances:

(₹ in lakhs)

i) Movement in contract balances during the year:		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening balance -Contract Liabilities	-	319.71
Closing balance -Contract Liabilities	-	-
Net increase/(decrease)	-	(319.71)

ii) Revenue recognised during the year from opening balance of contract liabilities amounting to Rs.Nil (March 31, 2022 Rs.3828.02 lakhs).

c) Reconciliation of Contracted Price with Revenue during the year:

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening Contracted Price of Orders at the start of the year*	65,576.45	76,174.32
Add:		
Fresh Orders/Change Orders received (net)	7,273.47	4,406.54
Increase due to additional consideration recognised as per contractual terms		-
Less: Orders completed during the year	67,521.00	15,004.40
Closed Contracted price of orders on hand at the end of the year*	5,328.92	65,576.46
Total Revenue recognised during the year	8133.09	7,411.47
a.Revenue out of orders completed during the year	6,784.46	4,964.05
b.Revenue out of orders under execution at the end of the year(i)	1,348.84	2,416.18
Revenue recognised upto previous year (from order pending completion at the end of the year)(ii)	601.21	58,921.92
Balance Revenue to be recognised in future viz. Order Book (iii)	3,378.33	4,238.35
Balance Revenue to be recognised in future viz. Order Book (iii)	5,328.38	65,576.45
Closing Contracted price of Orders on hand at the end of the year- Continuing Operations	3,378.33	4,238.35

* including full value of partially executed contracts

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

- d) **Remaining performance obligations: The aggregate amount of transaction price allocated to remaining performance obligations and expected conversion of the same into revenue is as follows:** (₹ in lakhs)

Particulars	Year	Year ended March 31, 2023	Year ended March 31, 2022
Expected conversion in revenue	Upto 1 year	3,378.33	4,238.35
	From 1 to 2 years	-	-
	From 2 to 3 years	-	-
	From 3 to 4 years	-	-
	From 4 to 5 years	-	-
	Beyond 5 years	-	-
	Total		3,378.33

46 Tax Expenses

- (a) **The major components of income tax expense for the year are as under:** (₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Income Tax recognised in the Statement of Profit and Loss		
Current Tax	-	-
Deferred Tax	(23.42)	(5,512.64)
Income tax for Earlier year	-	-
Total Income Tax expenses recognised in statement of profit and loss	(23.42)	(5,512.64)
Income Tax expense recognised in OCI		
Deferred Tax expense on re-measurement of defined benefit plans	2.73	0.45
Income Tax expense recognised in OCI	2.73	0.45
Total (Net)	(20.69)	(5,512.19)

- (b) A reconciliation of income tax expense not applicable to accounting profits / (loss) before tax at the statutory income tax rate to recognise income tax expense for the year due to there was not computed any taxable profits during the year ended March 31, 2023.

- (c) **Gross Deferred Tax Liability and Assets for the year ended March 31, 2023 are as follows:** (₹ in lakhs)

Particulars	Opening Balance April 1, 2022	Recognised in Profit and Loss	Recognised in OCI	Closing Balance March 31, 2023
Deferred Tax Assets				
Provision for expense allowed for tax purpose on payment basis	23.26	1.04	(2.73)	21.57
Tax effect on Unabsorbed Loss and Depreciation	7,383.37	259.64	-	7,643.01
Difference in carrying value and tax base of Financial Asset carried at Amortised Cost	14,936.12	(185.06)	-	14,751.06
Difference in carrying value and tax base of Intangible Assets	779.86	122.20	-	902.06
Difference in carrying value and tax base of Non-Financial Liability	9,469.26	(68.28)	-	9,400.98
Total Deferred Tax Assets	32,591.85	129.54	(2.73)	32,718.67
Deferred Tax Liabilities				
Difference between written down value/capital work in progress of Fixed Assets as per the books of accounts and Income Tax Act, 1961.	105.24	9.51	-	114.75
Difference in carrying value and tax base of Financial Liability	9,714.84	(12.71)	-	9,702.13
Difference in carrying value and tax base of Non-Financial Asset	6,801.57	-	-	6,801.57
Difference in carrying value and tax base of Financial Asset	970.65	109.32	-	1,079.97
Total Deferred Tax Liabilities	17,592.30	106.12	-	17,698.42
Deferred Income Tax Assets (Net)	14,999.55	23.42	(2.73)	15,020.25

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**(d) Gross Deferred Tax Liability and Assets for the year ended March 31, 2022 are as follows:**

(₹ in lakhs)

Particulars	Opening Balance April 1, 2021	Recognised in Profit and Loss	Recognised in OCI	" Closing Balance March 31, 2022"
Deferred Tax Assets				
Provision for expense allowed for tax purpose on payment basis	19.56	4.15	(0.45)	23.26
Tax effect on Unabsorbed Loss and depreciation	4,936.08	2,447.29	-	7,383.37
Difference in carrying value and tax base of Financial Asset carried at Amortised Cost	16,469.69	(1,533.57)	-	14,936.12
Difference in carrying value and tax base of Intangible Assets	900.02	(120.16)	-	779.86
Difference in carrying value and tax base of Non-Financial Liability	9,781.66	(312.40)	-	9,469.26
Total Deferred Tax Assets	32,107.00	485.31	(0.45)	32,591.85
Deferred Tax Liabilities				
Difference between written down value/capital work in progress of Fixed Assets as per the books of accounts and Income Tax Act, 1961	179.81	(74.57)	-	105.24
Difference in carrying value and tax base of Financial Liability	9,721.86	(7.02)	-	9,714.84
Difference in carrying value and tax base of Non-Financial Asset	11,646.68	(4,845.11)	-	6,801.57
Difference in carrying value and tax base of Financial Asset	1,071.28	(100.63)	-	970.65
Total Deferred Tax Liabilities	22,619.63	(5,027.33)	-	17,591.30
Deferred Income Tax Assets (Net)	9,487.37	5,512.64	(0.45)	14,999.55

46.1 Pursuant to the provisions of Ind AS 12 "Income Taxes", the Group has conservatively recognised deferred tax assets (net) as at March 31, 2023 amounting to Rs.15,020.25 lakhs (March 31, 2022 Rs.14,999.55 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.

47 Statutory Dues**In terms of the approved Resolution Plan:**

- Payment of statutory liabilities (like income tax, service tax, Vat, Royalties, Cess, Stamp Duty, other statutory dues etc.) will be made over a period of 3 years from the date of implementation of the Resolution Plan by the financial creditors with waiver of penal Interest, simple interest, compound interest, damages, penalties, compounding charges etc. on all statutory dues. Admitted claims alone will be paid after reconciliation and subject to rights and remedies available.
- Any liability arising out of the matter, which is presently sub-judice and leads to liability against the Company will be paid over a period of 7 years after the judgement, without any interest and penalty, subject to rights & remedies available to the Company. Admitted claims alone will be paid after reconciliation and subject to rights and remedies available.
- Refer Note No. 42.2

48 Segment Reporting

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

49. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated:-

Name of the Entity	Net Assets (Total Assets minus Total Liabilities)		Share in Profit /Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	%	Amount	%	Amount	%	Amount	%	Amount
Parent Company								
MBL Infrastructure Limited	157.44	1,23,747.38	(11.48)	579.72	100.00	8.19	100.00	8.19
Subsidiaries								
AAP Infrastructure Ltd.	(1.18)	(927.85)	0.67	(34.03)	-	-	-	-
MBL Highway Development Company Ltd.	(23.25)	(18,274.68)	48.09	(2,429.37)	-	-	-	-
MBL (MP) Toll Road Company Ltd.	0.57	451.68	5.78	(291.75)	-	-	-	-
MBL Projects Ltd.	1.91	1,497.91	1.77	(89.65)	-	-	-	-
MBL (MP) Road Nirman Company Ltd.#	(0.11)	(88.27)	0.01	(0.55)	-	-	-	-
Suratgarh Bikaner Toll Road Company Private Ltd.	1.27	996.46	55.14	(2,785.53)	-	-	-	-
Minority Interest in all Subsidiaries	-	-	-	-	-	-	-	-
Consolidation Adjustments/ Elimination	(36.64)	(28,801.85)	0.01	(0.51)	-	-	-	-
Total	100.00	78,600.78	100.00	(5,051.67)	100.00	8.19	100.00	8.19

Step-down subsidiaries MBL projects Ltd.

- 50** In one of the subsidiary company AAP Infrastructure Limited, MPRDC by Order No.4313/ MPRDC/BOT/10/Maint./2017 dated June 08, 2017 suspended the right to collect toll and by Order No.20177/Seoni-Balaghat-Gondia Road/BOT/MPRDC/2017 Bhopal dated February 23, 2018 terminated the concession agreement. Differences and disputes have arisen between the authority and the concessioner including period of concession agreement, change of scope, increase in project cost etc. The company has invoked arbitration and raised claim of Rs.23,390.65 lakhs on MPRDC before the Hon'ble Madhya Pradesh Arbitral Tribunal, Bhopal under the Madhya Pradesh Madhyastham Adhikaran Adhinyam 1983. The claims shall be accounted for on certainty of their realization.
- 51** In one of the subsidiary company MBL Highway Development Company Limited, MPRDC by Order No.MPRDC/BOT/S-K/2016/13233 dated November 18, 2016 terminated the concession agreement. Differences and disputes have arisen between the authority and the Company including period of concession agreement, change of scope, increase in project cost etc. The company has invoked arbitration and raised claim of Rs.11,031.28 lakhs on MPRDC before the Hon'ble Madhya Pradesh Arbitral Tribunal Bhopal under the Madhya Pradesh Madhyastham Adhikaran Adhinyam 1983. The claims shall be accounted for on certainty of their realization.
- 52** In one of the subsidiary company MBL (MP) Road Nirman Company Limited, MPRDC by Order No.MPRDC/BOT/G-W/2016/13237 dated November 18, 2016 terminated the concession agreement. Differences and disputes have arisen between the authority and the Company including period of concession agreement, change of scope, increase in project cost etc. The company has invoked arbitration and raised claim of Rs.94,278.18 lakhs on MPRDC before the Hon'ble Madhya Pradesh Arbitral Tribunal Bhopal under the Madhya Pradesh Madhyastham Adhikaran Adhinyam 1983. The claims shall be accounted for on certainty of their realization.
- 53** Disclosure pursuant to Regulation 34(3) read with Schedule VA(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015: There is no loan/ advance/ investment outstanding during the year in Subsidiaries, Associates and Firms/ Companies in which Directors are interested.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**54 Disclosure in relation to Undisclosed Income**

During the year, the Group has not surrendered or disclosed any income in the tax assessment under the Income Tax Act, 1961 (such as Search or Survey or any other relevant provision of the Income tax Act, 1961). Accordingly, there are no transactions which are not recorded in the books of Accounts.

55 In accordance with the provisions of "Indian Accounting Standard (Ind AS) -36 - Impairment of Assets", the Group has made an assessment of the recoverable amount of assets based on higher of the value in use considering its projected scale of operations, prevailing market conditions, future cash flows and future growth projections and estimated net selling price of the assets pertaining to its various Cash Generating Units and found recoverable amount of these assets to be higher as compared to carrying value of assets in its Financial Statements. Accordingly, management considers that there is no need for the provision on account of impairment of assets.

55 Additional Regulatory Information**Accounting Ratios**

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022
Current Ratio*	Current Assets	Current Liabilities	0.47	0.51
Debt- Equity Ratio	Total Debt	Shareholder's Equity	1.45	1.44
Debt Service Coverage Ratio	Earnings available for debt service	Interest + Principal	0.61	0.53
Return on Equity (ROE)*	Net profit after tax	Shareholder's Equity	(0.06)	0.00
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	10.91	9.23
Trade Receivable Turnover Ratio	Revenue	Average Trade Receivables	3.32	4.89
Trade Payable Turnover Ratio	Net Credit Purchases	Average Trade Payables	1.31	0.64
Net Capital Turnover Ratio*	Revenue	Working Capital	0.38	0.31
Net Profit Ratio*	Net Profit	Revenue	(0.17)	0.00
Return on Capital Employed*	Earnings before interest and taxes	Capital Employed	(0.01)	(0.01)
Return on Investment	Income generated from investments	Time weighted average investments	(0.02)	(0.02)

*The key ratios are not comparable as the operation of the Group is not normal due to non implementation of the Resolution Plan by the working capital bank post CIRP under IBC, 2016.

57 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 Group 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 Group 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.

58 In respect of the Subsidiary Company "Suratgarh Bikaner Toll Road Company Private Limited" The Company's account with banks became NPA in terms of the original sanction due to delay in Commercial Operation Date (COD). A Resolution Plan under RBI guidelines has been submitted which is under consideration of the banks/their financial advisor.

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, 2023 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 Ind-AS Financial Statements the same is shown both under Short term & Long term borrowings on the basis of repayment plan envisaged in original Sanction letter."



Notes to the Consolidated Financial Statements for the year ended March 31, 2023

- 59** The Group has a regular programme of physical verification for its inventory and fixed assets. Further, during the year physical verification of significant part of inventory and fixed assets has been carried out by the management and no material discrepancy were found.
- 60** Figures for the previous year have been reworked/regrouped/recasted, wherever considered necessary.
- 61** These financial statements have been approved by Board of Directors of the Holding Company in their meeting dated May 29, 2023 for issue to the shareholders for their adoption.

Significant Accounting Policies

1-4

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

As per our report of even date attached

For and on behalf of the Board of Directors

For S A R C & Associates

Chartered Accountants

Firm's ICAI Registration No.: 006085N

per Kamal Aggarwal

Partner

Membership No.: 090129

Darshan Singh Negi

Chief Financial Office

Anjaneer Kumar Lakhoria

Chairman & Managing Director

DIN-00357695

Place: New Delhi

Date: May 29, 2023

Anubhav Maheshwari

Company Secretary

Sunita Palita

Director

DIN-00365901



Some of completed projects



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