

VALECHA ENGINEERING LIMITED

(AN ISO 9001 - 2015 COMPANY)



VEL /2026-27

05.06.2026

BSE LIMITED Dept. of Corporate Services, P. J. Towers, Dalal Street, Mumbai – 400 001 SCRIP CODE 532389	NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 VALECHAENG
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Dear Sir / Madam,

SUB: BOARD MEETING TO CONSIDER AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER ENDED 31.03.2026 AND YEAR ENDED 31.03.2026. AND OUTCOME OF THE ADJOURNED BOARD MEETING HELD ON 05.06.2026.


**Ref: Regulation 29 & 47 of the SEBI (LODR) Regulations, 2015.
Our letter VEL/2025-26 dated 26.03.2026.
Our letter VEL/2026-27 dated 21.05.2026.
Our letter VEL/2026-27 dated 29.05.2026.**

Pursuant to Regulation 30 & 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, we would like to inform you that the Board of Directors of the Company at their meeting held today i.e. **Friday, 05.06.2026** has inter-alia considered and approved/taken on record the Audited Financial Result (Standalone and consolidated) of the Company for the **4th Quarter and twelve months ended 31.03.2026.**

Taken on record the Audit Report issued by M/s. Jain Jagavat Kamdar & Co. Chartered Accountants, Mumbai, the Statutory Auditors of the Company on the Standalone and Consolidated Audited Financial Results for the quarter and year ended **31.03.2026.**

Sub: - Declaration regarding Unmodified opinion on Audited Financial Statements pursuant to Regulation 33(3) (d) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In terms of provision of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we declare that the Statutory Auditors of the Company M/s Jain Jagavat Kamdar & Co, Firm Registration No.122530W Chartered Accountants, have issued an Audit Report with Unmodified Opinion on Standalone and Consolidated Audited Financial Results of the Company for the Quarter and Financial Year ended **31st March, 2026.**

The meeting of the Board of Directors commenced at **04.00 PM** and concluded at 10/30 PM. 

Kindly take note of the same.

Thanking you,

Yours faithfully

For VALECHA ENGINEERING LIMITED

(VIJAYKUMAR MODI)

COMPANY SECRETARY& LEGALARY& LEGAL

Encl :- As above

▶ Regd. Office: Valecha Chambers, 4th floor, Plot No. B-6, New Link Road, Andheri (W), Mumbai 400053, India.

Tel.: + 91-22-42633200 Email: ho@valecha.in Website: www.valecha.in

CIN - L74210MH1977PLC019535

VALECHA ENGINEERING LIMITED



(An ISO 9001-2015 Company) CIN : L74210MH1977PLC019535

Regd. Office : Valecha Chambers, 4th Floor, Andheri New Link Road, Andheri (West), Mumbai - 400 053.

Email : ho@valecha.in Website : valecha.in

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2026

(₹ in Crores) Except EPS

Sr. No.	PARTICULARS	Standalone				
		For the quarter ended on			For the year ended on	
		31.03.2026 (Audited)	31.12.2025 (Unaudited)	31.03.2025 (Audited)	31.03.2026 (Audited)	31.03.2025 (Audited)
1	Income					
	(a) Revenue from Operations	8.23	2.40	17.32	26.93	29.65
	(b) Other Income	(5.49)	0.82	0.92	2.50	1.90
	Total Income	2.74	3.22	18.24	29.43	31.55
2	Expenses					
	a. Construction Expenses	6.82	1.46	10.34	17.98	21.13
	b. Changes in inventories	-	-	-	-	-
	c. Employees Benefits Expense	0.60	0.61	0.92	2.37	3.63
	d. Finance costs	0.02	0.03	-	0.12	-
	e. Depreciation and amortization Expenses	0.28	0.29	0.09	1.14	0.35
	f. Other Expenses	0.54	0.58	0.97	2.15	2.69
	Total Expenses	8.26	2.97	12.32	23.76	27.80
3	Profit / (Loss) before share of net profit/(loss) of an associate/ a joint venture and Exceptional Items (1-2)	(5.52)	0.25	5.92	5.67	3.75
4	Share of net profit/(loss) of an associate/ a joint venture	-	-	-	-	-
5	Profit / (Loss) before Exceptional Items and tax (3+4)	(5.52)	0.25	5.92	5.67	3.75
6	Exceptional Items (Net) [gain/(loss)]	(3.91)	-	433.62	(3.91)	433.62
7	Profit / (Loss) before tax (5+6)	(9.43)	0.25	439.54	1.76	437.37
8	Tax Expense					
	(a) Current Tax (Including earlier year taxation)	-	-	-	-	-
	(b) Deferred tax	-	-	-	-	-
9	Profit / (Loss) for the Period (7-8)	(9.43)	0.25	439.54	1.76	437.37
10	Other Comprehensive Income (OCI)					
	(a) i. Items that will not be reclassified to profit or loss	0.09	-	0.05	0.09	0.05
	ii. Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
	(b) i. Item that will be reclassified to profit or loss	-	-	-	-	-
	ii. Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	Total Other Comprehensive Income	0.09	-	0.05	0.09	0.05
11	Total Comprehensive Income for the period (9+10)	(9.34)	0.25	439.59	1.85	437.42
12	Net Profit/(Loss) attributable to :					
	Shareholders of the Company	-	-	-	-	-
	Non-Controlling interest	-	-	-	-	-
13	Other Comprehensive Income attributable to :					
	Shareholders of the Company	-	-	-	-	-
	Non-Controlling interest	-	-	-	-	-
14	Total Comprehensive Income attributable to :					
	Shareholders of the Company	-	-	-	-	-
	Non-Controlling interest	-	-	-	-	-
15	Paid-up Equity Share Capital (Face Value ₹ 10/-)	22.53	22.53	22.53	22.53	22.53
16	Other Equity Excluding Revaluation Reserves				426.21	456.57
17	Earning Per Share (of ₹ 10/- each) (not annualised):					
	(i) Basic earnings (loss) per share	(4.19)	0.11	195.09	0.78	194.13
	(ii) Diluted earnings (loss) per share	(4.19)	0.11	195.09	0.78	194.13
	See accompanying note to the Financial Results					

VALECHA ENGINEERING LIMITED



(An ISO 9001-2008 Company) CIN : L74210MH1977PLC019535

Regd. Office : Valecha Chambers, 4th Floor, Andheri New Link Road, Andheri (West), Mumbai - 400 053.

Email : ho@valecha.in Website : valecha.in

STATEMENT OF AUDITED STANDALONE ASSETS AND LIABILITIES

(₹ in Crores)		
STANDALONE		
Particulars	As at 31st March, 2026	As at 31st March, 2025
	(Audited)	(Audited)
ASSETS		
Non Current Assets		
(a) Property, Plant & Equipment	1.75	1.65
(b) Right of use assets	0.85	-
(C) Investment Property	1.49	1.53
(d) Financial Assets		
(i) Investments	40.20	42.07
(ii) Other Financial Assets	44.63	43.79
(e) Other Non-Current Assets	3.97	25.31
Total Non Current Assets	92.89	114.35
Current Assets		
(a) Financial Assets		
(i) Trade Receivables	157.66	177.23
(ii) Cash & Cash Equivalents	22.38	28.93
(iii) Bank Balances other than (iii) above	5.83	-
(iv) Loans	256.93	256.91
(v) Other Financial Assets	7.59	6.39
(b) Other Current Assets	1.98	5.26
Total Current Assets	452.37	474.72
Total Assets	545.26	589.07
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share Capital	22.53	22.53
(b) Instruments entirely equity in nature	25.00	35.65
(c) Other Equity	426.21	456.57
Equity Attributable to Shareholders of the Company	473.74	514.75
Non-Controlling Interest	-	-
Total Equity	473.74	514.75
Liabilities		
Non Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	-	-
(ii) Other Financial Liabilities	48.13	52.03
(b) Provisions	0.07	0.06
Total Non Current Liabilities	48.20	52.09
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	-	0.01
(ii) Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises; and	0.06	0.01
- Total outstanding dues of creditors other than micro enterprises and small enterprises	6.41	15.04
(iii) Other Financial Liabilities	16.32	-
(b) Other Current Liabilities	0.03	5.95
(c) Provisions	0.50	1.22
Total Current Liabilities	23.32	22.23
Total Equity & Liabilities	545.26	589.07

VALECHA ENGINEERING LIMITED

CIN: L74210MH1977PLC019535

**STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2026****(Rupees in Crores)**

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
	(Audited)	(Audited)
A. Cash flow from Operating activities		
Profit/(Loss) Before Tax	1.76	437.37
Add / (Deduct) Adjustment for :		
Depreciation and Amortization Expense	0.30	0.35
Depreciation on Right of Use (ROU) Asset	0.85	
Provision for diminution in the value of Investment	1.88	-
Finance Cost	0.01	-
Interest expense on Lease Liability	0.11	
Interest Income	(2.25)	(1.90)
Dividend Income	(0.01)	-
Re-measurement of defined benefit plans	0.09	0.05
Operating Profit/ (Loss) before Working Capital changes	2.74	435.87
Changes in Working Capital:		
Adjustment for (increase) / decrease in operating assets:		
(Increase)/ Decrease in Trade Receivable	19.57	143.10
(Increase) / Decrease in Loans	(0.03)	29.62
(Increase)/ Decrease in other current assets and non-current financial assets	(5.77)	48.96
Adjustment for (increase) / decrease in operating liabilities:		
Increase/ (Decrease) in Trade Payables	(8.60)	(62.84)
Increase/(Decrease) in other current and financial liabilities (non-current)	(4.96)	(145.78)
Increase/ (Decrease) in Provisions	(0.71)	0.01
Cash Generated From / (used in) Operations	2.24	448.94
Direct Taxes (Paid)	0.87	12.44
Net Cash Flow from operating activities (A)	3.11	461.38
B. Cash Flow from investing activities		
Capital Expenditure for Property, Plant and Equipments, Investments Property, Intangible Assets including CWIP	(0.35)	-
Interest received	2.25	1.90
Dividend Income	0.01	-
Rental Income from investment property	-	-
Net Cash flow from investing activities (B)	1.91	1.90
C. Cash flow from financing activities		
Proceeds from issuing Shares (Amount received from SRA in terms of Resolution Plan approved vide NCLT order dated 25.06.2024)	-	21.40
Proceeds from issuing /(Repayment) of instruments entirely equity in nature	(10.65)	35.65
Proceeds from/ (Repayment) of long term borrowings	-	(30.78)
Net increase / (Decrease) in Working Capital borrowings	(0.01)	(467.52)
Payment of Lease Liabilities (Principal amount)	(0.79)	-
Finance Cost	(0.01)	-
Interest paid on Lease Liability	(0.11)	-
Net Cash flow used in financing activities (C)	(11.57)	(441.25)
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(6.55)	22.03
Cash and Cash Equivalent at the beginning of the period	28.93	6.90
Cash and Cash Equivalent at the end of the period	22.38	28.93
Note: Figures in brackets represents cash outflow		

Notes to the Audited Standalone Statements of Financial Results for the quarter and year ended March 31, 2026:

1. Approval and Audit of Financial Results

The above standalone audited financial results were reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on 05/06/2026. The Statutory Auditors have audited these financial results and issued their unmodified report thereon dated 05/06/2026.

2. These standalone audited financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder, other accounting principles generally accepted in India and in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 as available. The material accounting policies applied in preparation of these financial results are consistent with those followed in the annual standalone financial statements for the year ended March 31, 2025.
3. Valecha Engineering Limited ("VEL or the Company") is engaged in "Construction Activity" and there are no other reportable segments under Ind AS 108 "Operating Segments".

4. Corporate Insolvency Resolution Process of Subsidiary

The Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench, vide its order dated 9th October 2023, admitted the application for initiation of the Corporate Insolvency Resolution Process ("CIRP") in respect of **Valecha Kachchh Toll Roads Limited (VKTRL)**, a subsidiary of the Company, under the provisions of the Insolvency and Bankruptcy Code, 2016. Mr. Avil Jerome Menezes was appointed as the Interim Resolution Professional ("IRP") and was subsequently confirmed as the Resolution Professional ("RP") by the Committee of Creditors ("CoC") to perform the functions as stipulated under the Code.

The Resolution Plan submitted by the Resolution Applicant has been approved by the CoC with the requisite majority in its meeting held on 28th March 2025. Application for approval of Resolution Plan {IA(IBC)(PLAN)/61/MB/2025} has been filed on 09th May, 2025 with the Hon'ble NCLT, Mumbai Bench and is currently pending adjudication.

Pending the outcome of the CIRP and realisability assessment of the assets of VKTRL, the Company continues to carry its investment of Rs 39.84 crores in VKTRL and loans granted of Rs 76.36 crores at book value, aggregating to Rs. 116.20 crores.

As required under Ind AS 109 – Financial Instruments and Ind AS 36 – Impairment of Assets, these balances are ordinarily subject to recoverability assessment and impairment testing. Considering the ongoing CIRP and pending adjudication of the Resolution Plan, no impairment has been recognised at this stage. The impact, if any, will be given effect upon conclusion of the CIRP.

5. Investments and Advances in Subsidiaries

During the year, the Company recognised an impairment loss/provision for diminution in the value of its investment in Valecha Infrastructure Limited, Professional Realtors Private Limited, & Valecha Reality Limited

amounting to Rs. 1.88 crore. The investee entity has incurred significant losses, and its net worth stands substantially eroded. Considering the financial position of the investee and the available information regarding future recoverability, the impairment loss has been recognised and disclosed as an Exceptional Item in the Statement of Profit and Loss.

Investment of one subsidiary company Rs.0.31 Crores along with loans and advances totalling Rs.169.04 Crores extended to four subsidiaries and one step-down subsidiary, continues to carry at their respective book values. These carrying amounts have been retained pending a detailed assessment of the recoverability of the underlying assets of these companies. The particulars of the investments and loans are as follows:

Name of Company	Relation	Investment (Rs. Crores)	Loans & Advances (Rs. Crores)
Valecha Infrastructure Limited	Subsidiary	-	140.68
Professional Realtors Private Limited	Subsidiary	-	0.25
Valecha International FZE	Subsidiary	0.31	23.57
Valecha Reality Limited	Subsidiary	-	0.29
Valecha Badwani Sendhwa Tollways Limited	Step-down Subsidiary	-	4.25
Total		0.31	169.04

The investments and loans are carried at book value, pending recoverability assessment. In accordance with **Ind AS 109 – Financial Instruments**, such financial assets are required to be measured at amortized cost or fair value, with recognition of **expected credit losses (ECL)** where applicable. The Company has carried out a preliminary review and will undertake a detailed assessment, including ECL recognition if necessary. Management believes that the carrying amounts are appropriately stated, and any adjustments required under the applicable Indian Accounting Standards will be made if deemed necessary.

6. Capital Reserve and Assessment of Pre-CIRP Assets Pursuant to Implementation of the Resolution Plan :

Capital Reserve has arisen pursuant to the implementation of the approved Resolution Plan under the Insolvency and Bankruptcy Code, 2016, representing the surplus arising on account of extinguishment and settlement of liabilities of financial creditors in accordance with the terms of the approved Resolution Plan.

Pursuant to the implementation of the approved Resolution Plan, the Company has undertaken a comprehensive review of certain assets and liabilities, including trade receivables, loans, advances, deposits and other balances, substantially pertaining to the period prior to the commencement of the Corporate Insolvency Resolution Process (CIRP). The assessment involved review of underlying records, legal status, recovery efforts, confirmations, litigations and other available information.

Based on such assessment, wherever management concluded that there was no reasonable expectation of recovery or settlement, appropriate adjustments have been recognised in the financial results. Balances for which the recoverability assessment is not yet concluded continue to be carried at their respective carrying values, subject to ongoing review and evaluation. The Company shall recognise further adjustments, if any, in the period in which additional information becomes available or the assessment is concluded. During the quarter, pursuant to the ongoing realisability assessment of assets and liabilities, the following appropriate adjustments have been recognised in the financial results :

- i. Company has written off balances with Government Authorities amounting to ₹20.46 crores, representing receivables towards various indirect taxes pertaining to the period prior to CIRP, as the same are considered not realisable.
- ii. Further, the Company has written back statutory dues payable and written off balances with GST Authorities amounting to ₹4.86 crores and ₹1.19 crores respectively, as such balances pertained to the

period prior to CIRP and were no longer considered payable or recoverable. The resultant net write-back of ₹3.67 crores has been recognised in the financial results.

7. Financial Assets – Trade Receivables, Loans, and Advances

The Company's financial assets comprise trade receivables, loans, advances, and other non-current financial assets.

During the quarter, the Company has recognised Rs.2.28 Crores towards expected credit losses (ECL) for trade receivables.

Rest of the assets are stated at their respective book values, pending assessment of recoverability and recognition of expected credit losses in accordance with the applicable Indian Accounting Standards (Ind AS). Certain amounts are subject to legal restrictions or ongoing proceedings, as noted below. Appropriate disclosures regarding the nature, timing, and potential uncertainties related to these assets have been made in the financial statements. The extract of relevant details is as under: -

Particulars	Amount (Rs. Crores)	Remarks
Trade Receivables	136.18	Carried at book value, pending further assessment of recoverability.
Other Non-Current Financial Assets (including retention)	4.90	Stated at book value; expected credit loss and recoverability will be assessed in accordance with Ind AS 109.
Loans to related parties (excluding subsidiaries, step-down subsidiaries, associates)	6.50	Carried at book value. The Company will assess recoverability and recognize expected credit loss, if any, in accordance with Ind AS 109. Related party disclosures are made as per Ind AS 24.
Loans to other parties	5.03	Stated at book value. Recoverability will be assessed and expected credit loss recognized as required under Ind AS 109.
Advances to suppliers	21.36	Carried at book value. Classification as current or non-current will be as per the expected settlement period, with recoverability assessment performed.

8. The Company had received an income-tax refund aggregating to ₹15.41 crore relating to Assessment Years 2016-17 on 28/02/2019. The said amount was appropriated/retained by Canara Bank against its outstanding dues. However, the Company has not appropriated the same towards Loan liability and filed a case before NCLT bearing No 907/2019 to get this refund back for payment to Fixed Deposit Holders. Honourable NCLT, Mumbai passed the order in favour of the Company on 03/04/2019 against which Canara Bank went to NCLAT – Company Appeal (AT) No 127 of 129. NCNAT reversed the order of NCLT but asked the Bank to keep the IT refund so appropriated in interest bearing Bond and seek Direction from High Court for further direction vide its Order dated 12/02/2020. Company underwent CIRP process on and from 21/10/2022 and vide Approved Resolution Plan Dated 25/06/2024 any recovery arising from litigation, arbitration proceedings, avoidance transactions or other receivables accruing to the Corporate Debtor is required to be distributed to the Financial Creditors in accordance with the terms of the Resolution Plan.

Consequent to the Order of the Hon'ble Supreme Court dated 27 November 2024 and ongoing recovery proceedings pursued by the Implementation and Monitoring Committee (IMC), the Company has recognised a claim recoverable from Canara Bank amounting to ₹15.41 crore together with a corresponding liability towards Financial Creditors, as the Company does not retain any beneficial interest in such recoveries under the Resolution Plan.

Accordingly, the recovery, when realised, shall be distributed to the Financial Creditors after adjustment of eligible costs and expenses, if any, in accordance with the approved Resolution Plan. The recognition of the receivable and corresponding liability has no impact on the Statement of Profit and Loss.

9. During the quarter, after the ongoing realisability assessment of the Assets and Liabilities of the Company, the Company has written off / written back the assets and liabilities amounting to Rs.5.95 Crores and Rs.6.20 Crores respectively which includes Rs.5.69 Crores write-off and Rs.5.53 Crores write-back of Tato Menchuka Project Package II and III and further provided for diminution in the value of investments in subsidiary companies amounting to Rs.1.88 Crores, the same has been disclosed under Exceptional Items (Net) [gain/(loss)] in the statement of audited financial results for the quarter and year ended 31st March, 2026.

Further, during the quarter, the Company has recognised Rs.2.28 Crores towards expected credit losses (ECL) for trade receivables. The same has been disclosed under Exceptional Items (Net) [gain/(loss)] in the statement of audited financial results for the quarter and year ended 31st March, 2026.

10. The unpaid liabilities related to amounts withheld from payments to sub-contractors and expenses accrued during CIRP period, are yet to be paid from the funds available for CoC. Accordingly, undistributed pending payable amount aggregating of Rs. 1.69 Crores till March 31, 2026 has been disclosed under relevant heads under liabilities.

11. **Undistributed Pending Payables**

As at March 31, 2026, the Company has undistributed pending payables aggregating of Rs. 3.68 Crores, comprising of Rs. 0.98 Crores towards Gratuity, Rs. 2.66 Crores payable to EPFO, Rs. 0.04 Crores for other contingencies, and Rs. 0.00* Crore (*Rs.18,115/-) for Fixed Deposit holders. These amounts are expected to be settled from funds received from the Successful Resolution Applicant in accordance with the Resolution Plan approved by the Hon'ble NCLT. No provision has been made in the books of accounts for these pending amounts, except for Rs. 0.55 Crores towards Gratuity and Rs. 0.00* Crore (*Rs.18,115/-) payable to Fixed Deposit holders.

12. **Loans, Advances, Trade Receivables, and Other Current Assets**

The Company's Loans & Advances, Trade Receivables, and Other Current Assets are subject to confirmations, reconciliations, and adjustments as may be necessary upon assessment of their recoverability. The Company continues to monitor and evaluate these balances and any adjustments required under the applicable Indian Accounting Standards will be made if deemed necessary to ensure appropriate presentation and disclosure in the financial statements.

13. During the quarter ended 30th September 2025, the Company has received interest on Income Tax Refund of Rs.6.07 Crores for A.Y. 2016-17. The same is disclosed under "Other Income". During the quarter ended 31st December 2025, the Company initiated an internal reconciliation of refunds received from Government Departments relating to the earlier financial year i.e. 2015-16. The reconciliation is concluded during the quarter ended 31st March 2026 and the Company refunded the excess income tax refund amount of Rs.6.07 Crores to the Government as per Order dated 20.02.2026, u/s 154 of the Income Tax Act, 1961. The amount paid by the Company has been subsequently reversed and the corresponding amount has been debited to 'Other Income' during the quarter ended 31st March, 2026.

14. The Government of India has notified the implementation of the four labour codes namely the code on wages 2019, The industrial Relations, Code,2020, the Code on social Security,2020 and the Occupational Safety, Health and working Conditions Code, 2020 with effect from 21st November 2025, rationalising 29 existing labour laws. Once Central/ State Rules are notified by the Government on all aspects of the Codes, the Company will evaluate the impact, if any, on the measurement of employee benefits. The Company was under CIRP and the new management has taken over the operations ,will evaluate the impact, if any, on the measurement of employee benefits.
15. During the quarter ended 31st March, 2026, the Company received an assessment order under section 144 read with section 144B of the Income Tax Act, 1961 for Assessment Year 2024-25, raising an income tax demand of Rs. 191.23 Crores (including tax and interest) under Section 156, assessing total income of Rs.613.37 Crores under section 68 (Unexplained Creditors and Borrowings) and under the head "Income from Other Sources" of the Income Tax Act, 1961.

The Company has filed an appeal before the Commissioner of Income Tax (Appeals) on 19-04-2026 within the prescribed time challenging the assessment order, as the additions are not in accordance with law.

Based on the merits of the case, legal advice and the demand pertaining to CIRP period, the management believes that the demand is not sustainable and expects a favourable outcome. It is anticipated that the Hon'ble CIT(A) may set aside the assessment order and restore the matter to the Assessing Officer for fresh adjudication after considering complete submissions.

16. The figures for the quarter ended March 31, 2026 and March 31, 2025 are the balancing figures between the audited figures of the full financial years ended March 31, 2026 and March 31, 2025 respectively and the published year to date figures up to the nine months ended December 31, 2025 and December 31, 2024 respectively.
17. The previous period's figures have been re-grouped/ re-classified wherever required to conform to current period's classification. All figures of financial results are stated as Rupees in Crores except otherwise stated.

For VALECHA ENGINEERING LIMITED

Digitally signed
SHASHIKANT BHOGE
Date: 2026.06.05
21:57:51 +05'30'

SHASHIKANT GANGADHAR BHOGE
CHAIRMAN
DIN : 05345105

DATE: 05/06/2026

PLACE: MUMBAI



JAIN JAGAWAT KAMDAR & CO.

Chartered Accountants

Independent Auditor's Report on Audited standalone Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Independent Auditor's Report

To The Board of Directors of Valecha Engineering Limited
Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying statement of Standalone Financial Results of Valecha Engineering Limited ("the Company") for the Quarter ended and year ended March 31, 2026 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations").

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


- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the Quarter ended and for the period from January 1, 2026 to March 31, 2026.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Results* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

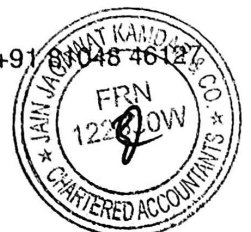
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Offices at: MUMBAI | PUNE | AHMEDABAD | DELHI | BHOPAL | NOIDA



1. **Emphasis of Matter:**

- i. *We draw your attention to the Note No 4 to the Standalone financial statements regarding Valecha Kachchh Toll Roads Limited (VKTRL), a subsidiary of the Company, against which the Hon'ble NCLT, Mumbai Bench, admitted an application for initiation of CIRP on 9th October 2023. The Resolution Plan approved by the CoC on 28th March 2025 is pending adjudication before the Hon'ble NCLT. Pending the outcome of the CIRP and recoverability assessment, the Company continues to carry its investment of Rs. 39.84 crores and loans of Rs. 76.36 crores (aggregating to Rs. 116.20 crores) at book value. As required under Ind AS 109 and Ind AS 36, these balances are ordinarily subject to impairment testing; however, no impairment has been recognised at this stage. The impact, if any, will be considered upon conclusion of the CIRP.*
- ii. *We draw attention to Note No. 5 to the Standalone Financial Results, which describes the assessment undertaken by the Company in respect of the carrying values of investments, loans and advances given to subsidiary and step-down subsidiary companies. During the quarter, the Company has recognised diminution in the value of investments amounting to ₹1.88 crores in three subsidiary companies, considering the financial position of the investee entities, including significant losses and erosion of net worth. The aforesaid impairment has been disclosed under "Exceptional Items (Net) [Gain/(Loss)]" in the Statement of Financial Results. Further, the Company continues to carry investment amounting to ₹0.31 crores in one subsidiary company and loans and advances aggregating to ₹169.04 crores extended to four subsidiaries and one step-down subsidiary at their respective carrying values, pending detailed assessment of recoverability of the underlying assets of these entities. The assessment involves significant management judgement, including evaluation of expected credit losses in accordance with Ind AS 109 - Financial Instruments. The impact, if any, arising from such assessment will be recognised in accordance with the applicable Indian Accounting Standards.*
- iii. *We draw attention to Note No. 6 to the Standalone Financial Results, which describes the Capital Reserve recognised pursuant to the implementation of the approved Resolution Plan under the Insolvency and Bankruptcy Code, 2016 (IBC), representing the surplus arising on account of extinguishment and settlement of liabilities of financial creditors in accordance with the terms of the approved Resolution Plan. We further draw attention to the assessment undertaken by the Company in respect of trade receivables, loans, advances, deposits and other assets and liabilities, substantially pertaining to the period prior to the commencement of the Corporate Insolvency Resolution Process (CIRP). Based on such assessment, considering the available records, legal status, recovery efforts and other relevant information, the Company has identified certain balances as not recoverable or not payable and has recognised appropriate adjustments.*

As disclosed in Note No. 6(i) to the Standalone Financial Results, during the quarter, the Company has written off balances aggregating to ₹20.46 crores pertaining to receivables from Government Authorities towards various indirect taxes, as such balances pertained to the period prior to CIRP and were considered non-realizable.

Further, as disclosed in Note No. 6(ii) to the Standalone Financial Results, the Company has written back statutory dues aggregating to ₹4.86 crores which were no longer payable and



written off balances with GST Authorities aggregating to ₹1.19 crores which were no longer recoverable, resulting in a net write-back of ₹3.67 crores.

The aforesaid adjustments have been accounted for through Capital Reserve in accordance with the terms of the approved Resolution Plan.

- iv. We draw attention to Note No. 7 of the Standalone financial results, which describes matters relating to the recoverability and impairment assessment of certain financial assets. The Company continues to carry certain investments and loans at book value, pending a detailed assessment of their recoverability. In accordance with Ind AS 109 – Financial Instruments, such financial assets are required to be measured at amortised cost or fair value, with recognition of expected credit losses (ECL) where applicable. While a preliminary review has been conducted, a comprehensive assessment, including evaluation of ECL, is yet to be completed. Management believes that the carrying amounts are currently appropriate and any necessary adjustments under applicable Indian Accounting Standards will be made in due course. The Company has not evaluated expected credit losses on long outstanding trade receivables amounting to Rs.136.18 crores & retention of Rs.4.90 Crores. Further, impairment provisions as required under Ind AS 109 have not been assessed for loans given to related parties (excluding subsidiaries, step-down subsidiaries, and associate companies) amounting to Rs.6.50 crores, loans to other parties amounting to Rs.5.03 crores, and advances to suppliers amounting to Rs.21.36 crores as at March 31, 2026.
- v. We draw attention to Note No. 8 of to the Standalone Financial Results, which describes the matter relating to the income-tax refund of Rs.15.41 crores pertaining to Assessment Year 2016-17, which was appropriated by Canara Bank against the outstanding dues of the Company. Pursuant to the order of the Hon'ble Supreme Court dated 27th November, 2024 and ongoing recovery proceedings pursued by the Implementation and Monitoring Committee (IMC), the Company has recognised a claim recoverable from Canara Bank amounting to Rs.15.41 crores along with a corresponding liability towards Financial Creditors, as the Company does not retain any beneficial interest in such recovery in accordance with the approved Resolution Plan. The recovery, when realised, shall be distributed to the Financial Creditors after adjustment of eligible costs and expenses, if any, in accordance with the terms of the Resolution Plan. The recognition of such receivable and corresponding liability has no impact on the Statement of Profit and Loss. Our opinion is not modified in respect of this matter.
- vi. We draw attention to Note No. 9 of the Standalone Financial Results, which describes the implementation of the Resolution Plan approved by the Hon'ble National Company Law Tribunal (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC). Pursuant to the implementation of the Resolution Plan, the Company has undertaken an assessment of certain assets and liabilities pertaining to the period prior to the commencement of the Corporate Insolvency Resolution Process (CIRP).
Based on the assessment undertaken by the Company in relation to the realisability of certain assets and settlement of liabilities. Based on such assessment, the Company has identified certain assets aggregating to Rs.5.95 crores as not recoverable and accordingly written off, comprising trade receivables of Rs.2.68 crores, unbilled revenue of Rs.2.25 crores and advances to suppliers of Rs.0.76 crores. Further, liabilities aggregating to Rs.5.98 crores, including trade payables of Rs.5.53 crores, which were no longer considered payable, have been written back. The resultant net impact arising from such write-off and write-back has



been presented under Exceptional Items (Net) [Gain/(Loss)] in the Statement of Audited Financial Results for the quarter and year ended 31st March, 2026.

Further, the Company has recognised Expected Credit Loss (ECL) amounting to ₹2.28 crores towards trade receivables has been presented separately under Exceptional Items (Net) [Gain/(Loss)] in the Statement of Audited Financial Results for the quarter and year ended 31st March, 2026.

- vii. We draw attention to Note No 10 of the Standalone Financial results, which states that unpaid liabilities amounting to Rs.1.69 Crores as at March 31, 2026, relating to amounts withheld from payments to sub-contractors and expenses accrued during the Corporate Insolvency Resolution Process (CIRP) period, are yet to be settled from the funds available with the Committee of Creditors (CoC). These amounts have been disclosed under the relevant heads of liabilities in the financial results.
- viii. We draw attention to Note No 11 of the Standalone Financial results, which discloses undistributed pending payables amounting to Rs.3.68 crores, comprising Gratuity (Rs.0.98 crores), EPFO dues (Rs. 2.66 crores), other contingencies (Rs. 0.04 crores), and fixed deposit holders (Rs. 0.00* crores) (*Rs. 18,115/-). These liabilities are to be settled from the funds received from the Successful Resolution Applicant (SRA) under the Resolution Plan approved by the Hon'ble NCLT. In accordance with Ind AS 37, no provision has been made in the books for Rs.3.13 crores, as these amounts have not yet been recognized.
- ix. As explained in Note no 12 to the of the Standalone Financial results, the accounts of certain Loans & Advances given, Trade Receivables, Other Current Assets, are subject to confirmations, reconciliations and adjustments, if any, having consequential impact on standalone financial results for the quarter and year ended March 31, 2026 the amounts whereof are presently not ascertainable.
- x. We draw attention to Note no 13 to the of the Standalone Financial results, wherein it has been disclosed that during the quarter ended 30th September, 2025, the Company recognised interest on Income Tax Refund amounting to ₹6.07 crores pertaining to Assessment Year 2016-17 under "Other Income". Subsequently, pursuant to the internal reconciliation of refunds received from Government Authorities relating to earlier years, the Company identified that the said amount was not recoverable and refunded the same to the Government Authorities pursuant to Order dated 20.02.2026 issued under Section 154 of the Income Tax Act, 1961. The amount so refunded has been disclosed under "Other Income" during the quarter ended 31st March, 2026.
- xi. We draw attention to Note No. 14 to the Standalone Financial Results, which describes the implementation of the four Labour Codes notified by the Government of India, namely the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, effective from 21st November, 2025, rationalising various existing labour laws.
As stated in the aforesaid note, the Company was under Corporate Insolvency Resolution Process (CIRP) and the new management has taken over the operations of the Company. The Company is in the process of evaluating the impact, if any, of the aforesaid Labour Codes on the measurement of employee benefit obligations upon notification of the relevant



Central/State Rules and implementation guidelines. Our opinion is not modified in respect of this matter.

- xii. *We draw attention to Note No 15 to the Standalone Financial Results,, wherein it has been disclosed that the Company has received an assessment order under Section 144 read with Section 144B of the Income Tax Act, 1961 for Assessment Year 2024-25, raising a demand of Rs.191.23 crores (including interest) under Section 156 of the Act, pursuant to additions made under Section 68 of the Income Tax Act, 1961 relating to unexplained creditors and borrowings and assessment of certain income under the head "Income from Other Sources". The Company has filed an appeal before the Commissioner of Income Tax (Appeals) within the prescribed time challenging the said assessment order. Based on the merits of the matter, legal advice obtained and considering that the demand pertains to the CIRP period, the management believes that the demand is not sustainable and expects a favourable outcome from the appellate proceedings.*

Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year-to-date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation and presentation of the Standalone Financial Results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, which, in the opinion of the Board, are adequate and are being made more robust , so as to ensure the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results for the year ended 31st March, 2026 as a whole is free from material misstatement, whether due



to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Financial Results.

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

- Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, it being noted that such controls are the primary responsibility of the management and are continuously being made more robust, but not for the purpose of expressing an opinion on the effectiveness of such.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Results of the Company to express an opinion on the Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings. This includes any matters relating to internal financial controls that, in our judgment, could be made more robust, without implying a material deficiency, identified during our audit.

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



Other Matters

The Statement includes the financial results for the quarter ended 31 March 2026, being the balancing figures between the audited figures in respect of the full financial year ended 31 March 2026 and the unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us.

Our opinion on the IND AS Standalone Financial Results is not modified in respect of the above matters with respect to our reliance on the work done and the Financial Results/financial information certified by the Board of Directors.

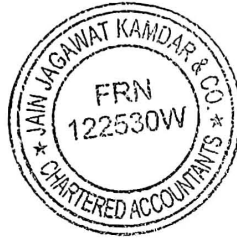
For Jain Jagawat Kamdar & Co
Chartered Accountants
FRN: 122530W



CA Basant Jain
Partner

Membership No.: 122463

UDIN: 26122463ZIFSUK7826



Date: 05th June, 2026

Place: Mumbai

VALECHA ENGINEERING LIMITED



(An ISO 9001-2015 Company) CIN : L74210MH1977PLC019535

Regd. Office : Valecha Chambers, 4th Floor, Andheri New Link Road, Andheri (West), Mumbai - 400 053.

Email : ho@valecha.in Website : valecha.in

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2026

(₹ in Crores) Except EPS

Sr. No.	PARTICULARS	Consolidated				
		For the quarter ended on			For the year ended on	
		31.03.2026 (Audited)	31.12.2025 (Unaudited)	31.03.2025 (Audited)	31.03.2026 (Audited)	31.03.2025 (Audited)
1	Income					
	(a) Revenue from Operations	11.44	3.23	24.82	32.97	46.96
	(b) Other Income	(5.47)	0.84	1.17	2.58	2.23
	Total Income	5.97	4.07	25.99	35.55	49.19
2	Expenses					
	a. Construction Expenses	7.41	1.49	13.92	19.16	24.71
	b. Changes in inventories	-	-	2.22	-	2.22
	c. Employees Benefits Expense	0.74	0.78	1.86	3.04	5.00
	d. Finance costs	48.83	47.88	55.26	190.18	212.07
	e. Depreciation and amortization Expenses	2.04	2.03	1.83	8.13	7.33
	f. Other Expenses	36.54	0.41	2.87	40.20	6.87
	Total Expenses	95.56	52.59	77.96	260.71	258.20
3	Profit / (Loss) before share of net profit/(loss) of an associate/ a joint venture and Exceptional Items (1-2)	(89.59)	(48.52)	(51.97)	(225.16)	(209.01)
4	Share of net profit/(loss) of an associate/ a joint venture	-	-	-	-	-
5	Profit / (Loss) before Exceptional Items and tax (3+4)	(89.59)	(48.52)	(51.97)	(225.16)	(209.01)
6	Exceptional Items Net [gain/(loss)]	(3.82)	-	433.62	(3.82)	433.62
7	Profit / (Loss) before tax (5+6)	(93.41)	(48.52)	381.65	(228.98)	224.61
8	Tax Expense					
	(a) Current Tax (Including earlier year taxation)	-	-	0.01	-	0.01
	(b) Deferred tax	-	-	(3.77)	-	(3.77)
9	Profit / (Loss) for the Period (7-8)	(93.41)	(48.52)	385.41	(228.98)	228.37
10	Other Comprehensive Income (OCI)					
	(a) i. Items that will not be reclassified to profit or loss	0.09	-	0.05	0.09	0.05
	ii. Income tax relating to items that will not be reclassified to profit or loss					
	(b) i. Item that will be reclassified to profit or loss	-	-	-	-	-
	ii. Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	Total Other Comprehensive Income	0.09	-	0.05	0.09	0.05
11	Total Comprehensive Income for the period (9+10)	(93.32)	(48.52)	385.46	(228.89)	228.42
12	Net Profit/(Loss) attributable to :					
	Shareholders of the Company	(72.78)	(28.50)	407.50	(148.33)	315.25
	Non-Controlling interest	(20.63)	(20.02)	(22.08)	(80.65)	(86.87)
13	Other Comprehensive Income attributable to :					
	Shareholders of the Company	0.09	-	0.05	0.09	0.05
	Non-Controlling interest	-	-	-	-	-
14	Total Comprehensive Income attributable to :					
	Shareholders of the Company	(72.69)	(28.50)	407.55	(148.24)	315.30
	Non-Controlling interest	(20.63)	(20.02)	(22.08)	(80.65)	(86.87)
15	Paid-up Equity Share Capital (Face Value ₹ 10/-)	22.53	22.53	22.53	22.53	22.53
16	Other Equity Excluding Revaluation Reserves				(1,718.43)	(1,457.33)
17	Earning Per Share (of ₹ 10/- each) (not annualised):					
	(i) Basic earnings (loss) per share	(41.46)	(21.54)	171.07	(101.63)	101.36
	(ii) Diluted earnings (loss) per share	(41.46)	(21.54)	171.07	(101.63)	101.36
	See accompanying note to the Financial Results					

VALECHA ENGINEERING LIMITED



(An ISO 9001-2008 Company) CIN : L74210MH1977PLC019535


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Email : ho@valecha.in Website : valecha.in

STATEMENT OF AUDITED CONSOLIDATED ASSETS AND LIABILITIES

(₹ in Crores)

Particulars	CONSOLIDATED	
	As at 31st March 2026	As at 31st March 2025
	(Audited)	(Audited)
ASSETS		
Non Current Assets		
(a) Property, Plant & Equipment	1.82	1.77
(b) Right of use assets	0.85	-
(c) Investment Property	1.49	1.53
(d) Goodwill on Consolidation	-	1.80
(e) Other Intangible Assets	3.45	10.36
(f) Financial Assets		
(i) Investments	0.05	0.08
(ii) Other Financial Assets	50.67	50.83
(g) Other Non-Current Assets	5.58	26.89
Total Non Current Assets	63.91	93.26
Current Assets		
(a) Inventories	0.01	0.01
(b) Financial Assets	-	-
(i) Trade Receivables	158.46	179.02
(ii) Cash & Cash Equivalents	24.28	33.15
(iii) Bank Balances other than (ii) above	6.83	2.00
(iv) Loans	35.30	71.01
(v) Other Financial Assets	8.04	6.85
(c) Other Current Assets	3.25	7.14
Total Current Assets	236.17	299.18
Total Assets	300.08	392.44
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share Capital	22.53	22.53
(b) Instruments entirely equity in nature	25.00	35.65
(c) Other Equity	(935.29)	(754.84)
Equity Attributable to Shareholders of the Company	(887.76)	(696.66)
Non-Controlling Interest	(783.14)	(702.49)
Total Equity	(1,670.90)	(1,399.15)
Liabilities		
Non Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	-	-
(ii) Other Financial Liabilities	7.08	13.72
(b) Provisions	0.07	0.06
(c) Deferred Tax Liabilities (Net)	-	-
(d) Other Non-Current Liabilities	31.76	31.76
Total Non Current Liabilities	38.91	45.54
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	536.75	536.75
(ii) Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises; and	0.06	0.01
- Total outstanding dues of creditors other than micro enterprises and small enterprises	20.40	29.71
(iii) Other Financial Liabilities	1,373.58	1,170.66
(b) Other Current Liabilities	0.78	7.70
(c) Provisions	0.50	1.22
Total Current Liabilities	1,932.07	1,746.05
Total Equity & Liabilities	300.08	392.44

VALECHA ENGINEERING LIMITED			
CIN: L74210MH1977PLC019535			
Consolidated Statement of Cash Flow For Year Ended March 31, 2026			
			(Rupees in Crores)
Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025	
	(Audited)	(Audited)	
A. Cash flow from Operating activities			
Profit /(Loss) Before Tax	(228.98)	224.61	
Add / (Deduct) Adjustment for :			
Depreciation and Amortization Expense	7.28	7.33	
Depreciation on Right of Use (ROU) Asset	0.85		
Impairment of Goodwill on Consolidation	1.80	-	
Provision for diminution in the value of investments	0.03	-	
Finance Cost	190.07	212.07	
Interest expense on Lease Liability	0.11		
Interest Income	(2.33)	(2.04)	
Dividend Income	(0.01)		
Re-measurement of defined benefit plans	0.09	0.05	
Rental Income from Investment Properties	(0.00)	-	
Operating Profit/ (Loss) before Working Capital changes	(31.10)	442.03	
Changes in Working Capital:			
Adjustment for (increase) / decrease in operating assets:			
Decrease/(Increase) in Inventories	-	(0.01)	
(Increase)/ Decrease in Trade Receivable	20.58	142.94	
(Increase) / Decrease Loans	35.70	21.08	
(Increase)/ Decrease in other current assets and non-current financial assets	(1.97)	40.00	
Adjustment for (increase) / decrease in operating liabilities:			
Increase/ (Decrease) in Trade Payables	(9.25)	(36.13)	
Increase/(Decrease) in other current and financial liabilities (non-current)	176.71	55.99	
Increase/ (Decrease) in Provisions	(0.71)	0.01	
Cash Generated From / (used in) Operations	189.95	665.91	
Direct Taxes (Paid)	0.84	11.57	
Net Cash Flow from operating activities (A)	190.79	677.47	
B. Cash Flow from investing activities			
Capital Expenditure for Property, Plant and Equipments, Investments Property, Intangible Assets including CWIP	(0.38)	(0.01)	
Interest received	2.33	2.04	
Dividend Income	0.01		
Rental Income from investment property	0.00	-	
Net Cash flow from investing activities (B)	1.97	2.03	
C. Cash flow from financing activities			
Proceeds from issuing Shares (Amount received from SRA in terms of Resolution Plan approved vide NCLT order dated 25.06.2024	-	21.40	
Proceeds from issuing instruments entirely equity in nature	(10.65)	35.65	
Proceeds from/ (Repayment) of long term borrowings	-	(52.46)	
Net increase / (Decrease) in Working Capital borrowings	(0.00)	(448.14)	
Payment of Lease Liabilities (Principal amount)	(0.79)		
Finance Cost	(190.07)	(212.07)	
Interest paid on Lease Liability	(0.11)		
Net Cash flow used in financing activities (C)	(201.63)	(655.62)	
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(8.87)	23.88	
Cash and Cash Equivalent at the beginning of the period	33.15	9.27	
Cash and Cash Equivalent at the end of the period	24.28	33.15	
Note: Figures in brackets represents cash outflow			

Notes to the Audited Consolidated Statements of Financial Results for the quarter and year ended March 31, 2026:

1. The above audited Consolidated Financial Results were reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Holding Company at the meeting held on 05/06/2026. The Statutory Auditors have carried out the audit of the Audited Consolidated Financial Results for the quarter and year ended March 31, 2026 vide their report dated 05/06/2026.
2. This result has been prepared in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015. The material accounting policies applied in preparation of these financial results are consistent with those followed in the annual consolidated financial statements for the year ended March 31, 2025.

3. Specific notes related with Subsidiary Companies:

a) **Valecha L M Toll Private Limited (VLMTPL)**

The Hon'ble National Company Law Tribunal, Mumbai Bench, has passed its order on 03.11.2025 for the dissolution of Valecha LM Toll Private Limited, an erstwhile step down subsidiary of the Holding Company, under Section 54 of the Insolvency and Bankruptcy Code, 2016. The company shall be considered dissolved with effect from the date of the order i.e. 03.11.2025. The Liquidator has accordingly demitted office and shall proceed to serve a copy of the dissolution order to the Registrar of Companies for its record.

Accordingly, Valecha Infrastructure Limited (VIL), Parent Company of VLMTPL, has written off investment in equity shares of VLMTPL Rs.7.40 Crores and investment in Compulsory Convertible Debentures (CCD) of VLMTPL Rs. 37.31 Crores, aggregating to Rs.44.71 Crores, which were already provided for in earlier years. The amount such written off and provision written back since no longer required, has been shown under "Exceptional Items (Net) [gain/(Loss)]"

b) **Valecha Reality Limited (VRL)**

- i. The Company has incurred continuous losses during the current and previous financial years and, as at March 31, 2026. Further, the Company has experienced adverse financial conditions which indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Based on the management's assessment and considering the absence of future plans for revival of operations and generation of sufficient cash flows, the financial statements have not been prepared on a going concern assumption.

Accordingly, the Company has recognised diminution in the value of investment amounting to Rs. 0.03 crores and made provision for doubtful advances amounting to Rs. 6.51 crores as on 31.03.2026. thereby bringing entire assets to its current realisable Value.

- ii. VRL has received loans from Valecha Engineering Limited ("VEL") and Valecha Infrastructure Ltd ("VIL") to the tune of Rs. 0.28 crores and Rs. 6.52 crores respectively. VRL has not paid any interest on the same nor has it made any provisioning of the interest payable. VEL has not recovered any interest in view of already weak financial position of VRL. Similarly, VIL has also not recovered any interest amount from VRL in view of already weak financial position of VRL.

c) Valecha Kachchh Toll Roads Limited (VKTRL)

- i. Hon'ble, NCLT, Mumbai, passed Order dated 09.10.2023 in Company Petition no. CP (IB) 360(MB)/2023 filed by Canara Bank, the Financial Creditor /Petitioner, under section 7 of Insolvency & Bankruptcy Code, 2016 (I&B Code) against Valecha Kachchh Toll Roads Limited (VKTRL), Corporate Debtor, for initiating Corporate Insolvency Resolution Process (CIRP).

Mr. Avil Jerome Menezes, a Registered Insolvency Professional having Registration Number [IBBI/IPA-001/IPP00017/2016-17/10041] has been appointed as Interim Resolution Professional (IRP)(later on confirmed as RP by Committee of Creditors (CoC)), to carry out the functions as mentioned under Insolvency & Bankruptcy Code, 2016 (IBC,2016)for running the CIRP of the Company. Further pursuant to Section 30(4) of IBC, 2016, Resolution plan for revival of the company, submitted by Resolution Applicant has been approved by CoC of VKTRL in the CoC meeting held on 28th March 2025 with the requisite majority. Application for approval of Resolution Plan {IA(IBC)(PLAN)/61/MB/2025} has been filed on 09th May, 2025 with the Hon'ble NCLT, Mumbai Bench and is currently pending adjudication.

In view of the above fact that the Resolution plan is yet to be approved by NCLT and moreover, as per provisions of IBC, 2016, the company is to be kept as a going concern, and hence audited financial results are prepared assuming that it will continue as a going concern.

- ii. The Resolution plan is yet to be approved by NCLT due to which, the Ind AS 109 – *Financial Instruments* compliance relating to the recognition and derecognition of financial assets and liabilities is not yet done. Consequently, the impact, if any, arising from such recognition and derecognition has not been determined or given effect in the audited financial results. The same will be considered and accounted for upon conclusion of the CIRP and final approval of the Resolution Plan by the Hon'ble NCLT

d) Valecha Infrastructure Limited (VIL)

The accumulated losses incurred during quarter and year ended March 31, 2026 as well as in the past years have resulted in erosion of Company's Net worth. Also there has been default in repayment of bank borrowing. The management of the Company has decided not to provide for the interest payable and has provided interest till 31.03.2024.

Further, the Company has experienced adverse financial conditions which indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Based on the management's assessment and considering the absence of future plans for revival of operations and generation of sufficient cash flows, the financial statements of the Company have not been prepared on a going concern assumption. Accordingly, the assets of the Company have been stated at realizable value.

The Company has recognised diminution in the value of investment amounting to Rs. 18.53 crores and made provision for doubtful advances amounting to Rs. 35.72 crores as on 31.03.2026. thereby bringing entire assets to its current realisable Value.

e) Valecha Badwani Sendhwa Tollways Limited (VBSTL)

Madhya Pradesh Road Development Corporation (MPRDC), vide its letter no.9034569 dated 24/03/2026 received by Company on 30/03/2026 has suspended the Company's (Concessionaire) Rights to collect Toll fee and other revenues w .e .f. 01st April 2026 leading to freeze in earning revenue

of the Company. However, MPRDC has appointed an agency to collect Toll which shall be deposited in the Escrow Account of the Company. The 26th Annuity receivable by the Company from January 2025 up to June 2025, also becomes Contingent due to this event. The Toll Assets were to be handed over to the MPRDC from October 2026 as per the Concession Agreement. In addition to Bank Loan Liability, the Liability on account of execution of maintenance work at Risk and Cost to the Company by MPRDC, may accrue to the Company, the quantum of which is evaluated by the MPRDC at the amount of Rs.5.47 Cr. and Rs.75.98 Lakhs, required for repair & maintenance works (O&M Expenses). The Company has contested the said letter and claim of the MPRDC.

f) Valecha International (FZE)

The financial statements of Valecha International FZE have been translated using the exchange rate as of March 31, 2023, instead of the applicable exchange rate as of March 31, 2026.

g) Professional Realtors Private Limited (PRPL)

The Company has incurred continuous losses during the current and previous financial years and, as at March 31, 2026. Further, the Company has experienced adverse financial conditions which indicate the existence of a material uncertainty that may cast significant doubt on the Company’s ability to continue as a going concern.

Based on the management’s assessment and considering the absence of future plans for revival of operations and generation of sufficient cash flows, the financial statements have not been prepared on a going concern assumption. Accordingly, the assets of the Company have been stated at realizable value.

4. Consolidated results for the quarter and year ended March 31, 2026 includes results of following Subsidiaries:-

Sr. No.	Name of Company	Relation
1	Valecha Infrastructure Limited	Wholly Owned Subsidiary Company
2	Professional Realtors Private Limited	Wholly Owned Subsidiary Company
3	Valecha International (FZE)	Wholly Owned Subsidiary Company
4	Valecha Kachchh Toll Roads Limited	Subsidiary Company
5	Valecha Reality Limited	Subsidiary Company
6	Valecha Badwani Sendhwa Tollways Limited	Step-Down Subsidiary Company

5. **Capital Reserve and Assessment of Pre-CIRP Assets Pursuant to Implementation of the Resolution Plan :**

Capital Reserve has arisen pursuant to the implementation of the approved Resolution Plan of Holding company under the Insolvency and Bankruptcy Code, 2016, representing the surplus arising on account of extinguishment and settlement of liabilities of financial creditors in accordance with the terms of the approved Resolution Plan.

Pursuant to the implementation of the approved Resolution Plan, the Holding Company has undertaken a comprehensive review of certain assets and liabilities, including trade receivables, loans, advances, deposits and other balances, substantially pertaining to the period prior to the commencement of the Corporate Insolvency Resolution Process (CIRP). The assessment involved review of underlying records, legal status, recovery efforts, confirmations, litigations and other available information.

Based on such assessment, wherever management concluded that there was no reasonable expectation of recovery or settlement, appropriate adjustments have been recognised in the financial results. Balances for which the recoverability assessment is not yet concluded continue to be carried at their respective carrying

values, subject to ongoing review and evaluation. The Holding Company shall recognise further adjustments, if any, in the period in which additional information becomes available or the assessment is concluded. During the quarter, pursuant to the ongoing realisability assessment of assets and liabilities, the following appropriate adjustments have been recognised in the financial results :

- i. The Holding Company has written off balances with Government Authorities amounting to ₹20.46 crores, representing receivables towards various indirect taxes pertaining to the period prior to CIRP, as the same are considered not realisable.
- ii. Further, the Holding Company has written back statutory dues payable and written off balances with GST Authorities amounting to ₹4.86 crores and ₹1.19 crores respectively, as such balances pertained to the period prior to CIRP and were no longer considered payable or recoverable. The resultant net write-back of ₹3.67 crores has been recognised in the financial results.

6. The Holding Company had received an income-tax refund aggregating to ₹15.41 crore relating to Assessment Years 2016-17 on 28/02/2019. The said amount was appropriated/retained by Canara Bank against its outstanding dues. However, the Holding Company has not appropriated the same towards Loan liability and filed a case before NCLT bearing No 907/2019 to get this refund back for payment to Fixed Deposit Holders. Honourable NCLT, Mumbai passed the order in favour of the Company on 03/04/2019 against which Canara Bank went to NCLAT – Company Appeal (AT) No 127 of 129. NCNAT reversed the order of NCLT but asked the Bank to keep the IT refund so appropriated in interest bearing Bond and seek Direction from High Court for further direction vide its Order dated 12/02/2020. Company underwent CIRP process on and from 21/10/2022 and vide Approved Resolution Plan Dated 25/06/2024 any recovery arising from litigation, arbitration proceedings, avoidance transactions or other receivables accruing to the Corporate Debtor is required to be distributed to the Financial Creditors in accordance with the terms of the Resolution Plan.

Consequent to the Order of the Hon'ble Supreme Court dated 27 November 2024 and ongoing recovery proceedings pursued by the Implementation and Monitoring Committee (IMC), the Holding Company has recognised a claim recoverable from Canara Bank amounting to ₹15.41 crore together with a corresponding liability towards Financial Creditors, as the Holding Company does not retain any beneficial interest in such recoveries under the Resolution Plan.

Accordingly, the recovery, when realised, shall be distributed to the Financial Creditors after adjustment of eligible costs and expenses, if any, in accordance with the approved Resolution Plan. The recognition of the receivable and corresponding liability has no impact on the Statement of Profit and Loss.

7. During the quarter, after the ongoing realisability assessment of the Assets and Liabilities of the Holding Company, has written off / written back the assets and liabilities amounting to Rs.5.95 Crores and Rs.6.20 Crores respectively which includes Rs.5.69 Crores write-off and Rs.5.53 Crores write-back of Tato Menchuka Project Package II and III and further provided for diminution in the value of investments in subsidiary companies amounting to Rs.1.88 Crores, the same has been disclosed under Exceptional Items (Net) [gain/(loss)] in the statement of audited financial results for the quarter and year ended 31st March, 2026.

Further, during the quarter, the Holding Company has recognised Rs.2.28 Crores towards expected credit losses (ECL) for trade receivables. The same has been disclosed under Exceptional Items (Net) [gain/(loss)] in the statement of audited financial results for the quarter and year ended 31st March, 2026.

8. During the quarter, the goodwill arising on consolidation amounting to Rs. 1.80 crores has been tested for impairment as per requirements of Ind AS 36 (Impairment of Assets) and the same has been written off because of continued losses and sub-optimal operations of the Group. It has been disclosed under Exceptional Items (Net) [gain/(loss)] in the statement of audited financial results for the quarter and year ended 31st March, 2026.

9. Interest in other entities Joint operations (unincorporated entities):

The Group's share of interest in joint operations is set out below:

i) Classification of joint arrangements:

The aforementioned entities are joint arrangements whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement.

SI No	Name of the entity	% of ownership interest held by the Company as at		Name of Joint Operator	Principal place of Business	Principal activities	Name of Project Work
		31/03/2026	31/03/2025				
1.a	Valecha CSR (JV)	51%	51%	CS Rao Infra Projects	India	Construction	9 R Bridge Mas-Ajj
1.b		51%	51%	CS Rao Infra Projects	India	Construction	Velachery - 1
1.c		51%	51%	CS Rao Infra Projects	India	Construction	Velachery-2 MRTS - Phase-II-
2	Valecha TTC (JV)	51%	51%	T. Tachu & Co	India	Construction	Dimapur Piling Works
3	Valecha SDPL (JV)	51%	51%	Shinde Developers Private Limited	India	Construction	Nilanga-Latur Road Rehabilitation & Up Gradation To Two / Four Lane
4	Valecha Shradhha (JV)	51%	51%	Shradhha Energy And Infraprojects Private Limited	India	Construction	DHAD BHOKARDAN ROAD Rehabilitation and upgradation of existing carriageway to two lanes
5	Valecha SGCLL (JV)	70%	70%	Shree Gautam Constn Co Ltd	India	Construction	Construction of two laning from Lalpul Manmao Changlang
6	Valecha VKJ (JV)	60%	60%	Vinod Kumar Jain	India	Construction	Widening to 2 Lane and improvement in 97.20 KM Length Barsoor-Geedam-Dantewada-Kirandul-Jagergunda-

							Mariyagudam Road under PWD,
7	Ashoka Buildcon - VEL (JV)	49%	49%	Ashoka Bulcon Ltd	India	Construction	Construction of 4/6 lane Access Controlled Chittorgarh Bypass in the State of Rajasthan
8	Valecha - ECCI (JV)	60%	60%	East Coast Construction & Industries Ltd	India	Construction	Construction of flyover between Eastern Express Highway and V N Purav Marg at Suman Nagar Junction, Mumbai
9	Valecha - Transtonnelstroy (JV)	51%	51%	Transtonnelstroy Ltd.	India	Construction	Construction of single line BG standard straight alignment tunnel in soil and rock
10	KSSIPL - VEL (JV)	60%	60%	KazStroyService Infrastructure India Pvt Ltd	India	Construction	Bhubaneswar Puri section of NH-203 from Km 0 to 59 in the State of Orissa on BOT (TOLL) basis on DBFOT Pattern under NHDP Phase.III
11	Valecha - Shivalaya - Intradel (JV)	54%	54%	Shivalaya Construction Co Pvt Ltd Intradel (Asia) Limited	India	Construction	Execution of formation (fresh cutting) and surfacing (GSB layer) works for 9.35 km in the hill section from km 10 (realignment) to km 19.35 (existing road) on Gangtok-Nathula Road to NH double-lane standards under 758 BRTF, Project Swastik, Sikkim

12	Bitcon - VUBEPL - GCC-Valecha (JV)	1%	1%	Bitcon India Infra. Developers Pvt Ltd. VUB Engineering Pvt Ltd Goverdhan Construction Co.	India	Construction	Construction of CC road with storm water gutters, streetlights, effluent collection pipeline and allied works in TTC Industrial Estate DD-TTC & Kalwa
13	Valecha Atcon (JV)	51%	51%	Atcon India Ltd	India	Construction	Widening , Strengthening and reconstruction of Sawai Madhopur Sheopur road Km 76/600 to 112/000 (NH-552 Extn)
14	Valecha - Matere (JV)	51%	51%	V M Matere Infrastructures (India) Pvt Ltd	India	Construction	Rehabilitation and Up-gradation to Two Lanes (a) Karad-Tasgaon- Jath-vijapur Road upto Karnataka border road (b) Nagaj Junction at NH 166 to Jath in the State of Maharashtra
15	Valecha - RE Infra (JV)	51%	51%	RE Infra Pvt. Ltd.	India	Construction	Construction of a Rail Flyover for Harbour Line at Kurla in connection with Mumbai CST - Kurla 5th & 6th line project

The Holding Company (i.e. Joint Operator) **recognised** its direct right to assets, liabilities, revenue and expenses of Joint Operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses in consolidated audited financial results for quarter and year ended 31st March, 2026 for following joint ventures :-

Sr. No.	Name of the Joint Venture	
1	Valecha CSR JV	Unaudited
2	Valecha SDPL JV	Audited
3	Valecha TTC JV	Audited
4	Valecha Shraddha JV	Audited
5	Valecha SGCCL (JV)	Unaudited
6	Valecha VKJ JV	Unaudited

The Holding Company (i.e. Joint Operator) does not recognised its direct right to revenue and expenses of following Joint Operation as the financial statements for quarter and year ended 31st March, 2026 are not available. Its share of any jointly held or incurred assets, liabilities are recognised till 30th June, 2025 :-

Sr. No.	Name of the Joint Venture	
1	Valecha - Matere (JV)	Unaudited

The Holding Company (i.e. Joint Operator) does not recognised its direct right to assets, liabilities, revenue and expenses of Joint Operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses in consolidated statements for following joint ventures as these projects were completed, foreclosed and terminated long back and relevant financial statements of those joint ventures are not available :-

Sr. No.	Name of the Joint Venture	Sr. No.	Name of the Joint Venture
1	Ashoka Buildcon - VEL (JV)	5	Valecha - Shivalaya - Intradel (JV)
2	Valecha - ECCI (JV)	6	Bitcon - VUBEPL - GCC-Valecha (JV)
3	Valecha - Transtonelstroy (JV)	7	Valecha Atcon (JV)
4	KSSIPL - VEL (JV)	8	Valecha - RE Infra (JV)

10. The Government of India has notified the implementation of the four labour codes namely the code on wages 2019, The Government of India has notified the implementation of the four labour codes namely the code on wages 2019, The industrial Relations, Code,2020, the Code on social Security,2020 and the Occupational Safety, Health and working Conditions Code, 2020 with effect from 21st November 2025, rationalising 29 existing labour laws. Once Central/ State Rules are notified by the Government on all aspects of the Codes, the Holding Company will evaluate the impact, if any, on the measurement of employee benefits. The holding Company was under CIRP and the new management has taken over the operations ,will evaluate the impact, if any, on the measurement of employee benefits.
11. During the quarter ended 31st March, 2026, the Holding Company received an assessment order under section 144 read with section 144B of the Income Tax Act, 1961 for Assessment Year 2024-25, raising an income tax demand of Rs. 191.23 Crores (including tax and interest) under Section 156, assessing total income of Rs.613.37 Crores under section 68 (Unexplained Creditors and Borrowings) and under the head "Income from Other Sources" of the Income Tax Act, 1961.
- The Holding Company has filed an appeal before the Commissioner of Income Tax (Appeals) on 19-04-2026 within the prescribed time challenging the assessment order, as the additions are not in accordance with law.
- Based on the merits of the case, legal advice and the demand pertaining to CIRP period, the management of the Holding Company believes that the demand is not sustainable and expects a favourable outcome. It is

anticipated that the Hon'ble CIT(A) may set aside the assessment order and restore the matter to the Assessing Officer for fresh adjudication after considering complete submissions.

12. The figures for the quarter ended March 31, 2026 and March 31, 2025 are the balancing figures between the audited figures of the full financial years ended March 31, 2026 and March 31, 2025 respectively and the published year to date figures up to the nine months ended December 31, 2025 and December 31, 2024 respectively.
13. The previous period's figures have been re-grouped/ re-classified wherever required to conform to current period's classification. All figures of financials are stated as Rs. in Crores except otherwise stated.

For VALECHA ENGINEERING LIMITED

SHASHIKANT BHOGE Digitally signed by
SHASHIKANT BHOGE
Date: 2026.06.05
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SHASHIKANT GANGADHAR BHOGE
CHAIRMAN
DIN : 05345105

DATE: 05/06/2026

PLACE: MUMBAI



JAIN JAGAWAT KAMDAR & CO.

Chartered Accountants

Independent Auditor's Review Report on consolidated Audited quarterly and year to date financial results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Independent Auditor's Limited Review Report

To The Board of Directors of Valecha Engineering Limited
Report on the audit of the Consolidated Financial Results

Opinion

We have audited the Consolidated Financial Results for the year ended 31st March, 2026 included in the accompanying "Statement of Consolidated Financial Results for the Quarter and Year ended 31st March, 2026 (refer paragraph of 'Other Matters' section below) of Valecha Engineering Limited ("the Holding Company"), which includes joint operations and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the net profit/(loss) after tax and other comprehensive income/(loss) of its joint ventures for the year ended 31st March, 2026 (the "Statement"), being submitted by the Parent pursuant to the requirements of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") to the extent applicable.

In our opinion and to the best of our information and according to the explanations given to us the statement based on the consideration of the audit reports of the other auditors on financial statements/ financial information of subsidiaries associates and jointly controlled entities, the Statement:

i. includes the financial results of the following subsidiary:

Sl.No.	Name of Company	Relation
1	Valecha Infrastructure Limited	Wholly Owned Subsidiary Company
2	Professional Realtors Private Limited	Wholly Owned Subsidiary Company
3	Valecha International (FZE)	Wholly Owned Subsidiary Company
4	Valecha Badwani Sendhwa Tollways Limited	Step-Down Subsidiary Company
5	Valecha Kachchh Toll Roads Limited	Subsidiary Company
6	Valecha Realty Limited	Subsidiary Company

i. is presented in accordance with the requirements of Regulation 33 of the Listing Obligations and Disclosure Requirements in this regard; and

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- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the Quarter ended and for the period from January 1, 2026 to March 31, 2026.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Results* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

1. Emphasis of Matter:

- i. *We draw your attention to Note No. 3(a) to the consolidated financial results, which describes that, Valecha LM Toll Private Limited (VLMTPL), an erstwhile step-down subsidiary of the Group, was admitted to liquidation by the Hon'ble National Company Law Tribunal (NCLT), Mumbai vide order dated 27 October 2020, and has subsequently been dissolved pursuant to the final liquidation order dated 03 November 2025. In accordance with the requirements of Ind AS 109 - Financial Instruments, read with Ind AS 110 - Consolidated Financial Statements, the Group has derecognised its investment in equity shares amounting to Rs.7.40 crores and Compulsorily Convertible Debentures (CCD) amounting to Rs.37.31. On cessation of control and completion of liquidation formalities, the related provision no longer required has been written back. The net impact of derecognition and provision reversal has been presented under "Exceptional Items - Net (Gain)/Loss" in the Consolidated Statement of Profit and Loss for the quarter/year, in line with the presentation principles of Ind AS 1 - Presentation of Financial Statements.*
- ii. *We draw attention to Note No. 3(b)(i) to the Consolidated Financial Results, which describes the Company's assessment regarding its ability to continue as a going concern. The Company has incurred continuous losses and has experienced adverse financial conditions, including absence of identified plans for revival of operations and generation of sufficient cash flows, indicating the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Accordingly, the Company has not prepared the financial results on a going concern basis and has carried out an assessment of the recoverability of its assets. Based on such assessment, the Company has recognised diminution in the value of investments amounting to Rs.0.03 crores and provided for doubtful advances amounting to Rs.6.51 crores as at 31st March, 2026, thereby adjusting the carrying amounts of assets to their estimated realisable values.*
- iii. *We draw attention to Note No. 3(b)(ii) of the Consolidated financial results, which describes the loans obtained by the Company from Valecha Engineering Limited and Valecha Infrastructure Limited amounting to Rs.0.28 crores and Rs.6.52 crores respectively. The Company has not paid interest on such loans and no provision towards interest payable has been recognised. Further, the lenders have not recovered any interest considering the financial position of the Company. The recoverability and settlement of such obligations are dependent on the financial position and future cash flows of the Company.*



- iv. We draw your attention to the Note No. 3(c)(i) of the Consolidated financial results regarding Valecha Kachchh Toll Roads Limited (VKTRL), a subsidiary of the Company, against which the Hon'ble NCLT, Mumbai Bench, admitted an application for initiation of CIRP on 9th October 2023. The Resolution Plan approved by the CoC on 28th March 2025 is pending adjudication before the Hon'ble NCLT. Pending the outcome of the CIRP and recoverability assessment, the Company continues to carry its investment of Rs.39.84 crores and loans of Rs.76.36 crores (aggregating to Rs.116.20 crores) at book value. As required under Ind AS 109 and Ind AS 36, these balances are ordinarily subject to impairment testing; however, no impairment has been recognised at this stage.
- v. We draw your attention to the Note No. 3(c)(ii) of the Consolidated financial results regarding Valecha Kachchh Toll Roads Limited (VKTRL), a subsidiary of the Company during the quarter and year ended March 31, 2026, which describes that the Resolution Plan is pending for approval and adjudication before the Hon'ble National Company Law Tribunal (NCLT). Due to Pending such approval, compliance with the requirements of Ind AS 109 - Financial Instruments relating to the recognition and derecognition of financial assets and liabilities has not yet been completed. Consequently, the impact, if any, arising from such recognition and derecognition has not been determined or given effect in the financial results. The same will be considered and accounted for upon conclusion of the Corporate Insolvency Resolution Process (CIRP) and final approval of the Resolution Plan by the Hon'ble NCLT.
- vi. We draw attention to Note No. 3(d) to the Consolidated Financial Results, which describes the significant financial difficulties faced by the Company and the assessment performed by the management regarding the appropriateness of the going concern assumption. The Company has incurred recurring losses resulting in substantial erosion of its net worth and has continued to be in default of its borrowing obligations. The Company has also not provided for interest liability on borrowings subsequent to 31st March, 2024, based on management's evaluation. The matters described indicate the existence of material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. Considering the absence of identified revival measures and expected generation of adequate cash flows, the financial results have been prepared on a basis other than going concern and the assets have been measured at their estimated realisable values. Accordingly, the Company has recognised diminution in investments amounting to ₹18.53 crores and provided for doubtful advances amounting to ₹35.72 crores as at 31st March, 2026.
- vii. We draw attention to Note No. 3(e) to the Consolidated Financial Results, which describes the developments relating to the Concession Agreement with Madhya Pradesh Road Development Corporation (MPRDC). MPRDC has suspended the Company's rights as Concessionaire to collect toll fee and other revenues with effect from 1st April, 2026, resulting in cessation of direct toll revenue generation by the Company. MPRDC has appointed an agency for collection of toll revenues, which shall be deposited into the Escrow Account of the Company. As stated in the said note, the 26th annuity receivable for the period January 2025 to June 2025 has become contingent due to the aforesaid event. Further, potential liabilities towards repair and maintenance works executed by MPRDC at the risk and cost of the Company, as evaluated by MPRDC amounting to Rs.5.47 crores and Rs.0.76 crores respectively, may arise. The Company has contested the said communication and claims of MPRDC, and the ultimate outcome of these matters and consequential impact on the financial results cannot presently be determined.



- viii. We draw attention to Note No. 3(f) of the Consolidated Financial results regarding the translation of financial statements of foreign subsidiaries. The Company has translated these financial statements using the exchange rate as of March 31, 2023, instead of the exchange rate as of March 31, 2026, as required under Ind AS 21 – The Effects of Changes in Foreign Exchange Rates. Management has represented that it is in the process of reviewing this matter.
- ix. We draw attention to Note No. 3(g) of the Consolidated Financial results, which describes the financial position of the Company and management's assessment regarding the appropriateness of the going concern assumption. The Company has incurred continuous losses during the current and previous financial years and has experienced adverse financial conditions, indicating the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Based on management's assessment and considering the absence of identified plans for revival of operations and generation of sufficient cash flows, the financial results have not been prepared on a going concern basis. Accordingly, the assets of the Company have been stated at their estimated realisable values.
- x. We draw attention to Note No. 5 to the Consolidated Financial Results, which describes the Capital Reserve recognised pursuant to the implementation of the approved Resolution Plan under the Insolvency and Bankruptcy Code, 2016 (IBC), representing the surplus arising on account of extinguishment and settlement of liabilities of financial creditors in accordance with the terms of the approved Resolution Plan.

We further draw attention to the assessment undertaken by the Holding Company in respect of trade receivables, loans, advances, deposits and other assets and liabilities, substantially pertaining to the period prior to the commencement of the Corporate Insolvency Resolution Process (CIRP). Based on such assessment, considering the available records, legal status, recovery efforts and other relevant information, the Company has identified certain balances as not recoverable or not payable and has recognised appropriate adjustments.

As disclosed in Note No. 5(i) to the Consolidated Financial Results, during the quarter, the Holding Company has written off balances aggregating to Rs.20.46 crores pertaining to receivables from Government Authorities towards various indirect taxes, as such balances pertained to the period prior to CIRP and were considered non-realizable.

Further, as disclosed in Note No. 5(ii) to the Consolidated Financial Results, the Holding Company also has written back statutory dues aggregating to Rs.4.86 crores which were no longer payable and written off balances with GST Authorities aggregating to Rs.1.19 crores which were no longer recoverable, resulting in a net write-back of Rs.3.67 crores.

The aforesaid adjustments have been accounted for through Capital Reserve in accordance with the terms of the approved Resolution Plan.

- xi. We draw attention to Note No. 6 of to of the Consolidated Financial results, which describes the matter relating to the income-tax refund of Rs.15.41 crores pertaining to Assessment Year 2016-17, which was appropriated by Canara Bank against the outstanding dues of the Holding Company. Pursuant to the order of the Hon'ble Supreme Court dated 27th November, 2024 and ongoing recovery proceedings pursued by the Implementation and Monitoring Committee (IMC), the Holding Company has recognised a claim recoverable from Canara Bank amounting to Rs.15.41 crores along with a corresponding liability towards Financial Creditors, as the Holding Company does not retain any beneficial interest



in such recovery in accordance with the approved Resolution Plan. The recovery, when realised, shall be distributed to the Financial Creditors after adjustment of eligible costs and expenses, if any, in accordance with the terms of the Resolution Plan. The recognition of such receivable and corresponding liability has no impact on the Statement of Profit and Loss.

- xii. We draw attention to Note No. 7 of the Consolidated Financial Results, which describes the implementation of the Resolution Plan approved by the Hon'ble National Company Law Tribunal (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC). Pursuant to the implementation of the Resolution Plan, the Holding Company has undertaken an assessment of certain assets and liabilities pertaining to the period prior to the commencement of the Corporate Insolvency Resolution Process (CIRP).

Based on the assessment undertaken by the Holding Company in relation to the realisability of certain assets and settlement of liabilities. Based on such assessment, the Holding Company has identified certain assets aggregating to Rs.5.95 crores as not recoverable and accordingly written off, comprising trade receivables of Rs.2.68 crores, unbilled revenue of Rs.2.25 crores and advances to suppliers of Rs.0.76 crores. Further, liabilities aggregating to Rs.5.98 crores, including trade payables of Rs.5.53 crores, which were no longer considered payable, have been written back. The resultant net impact arising from such write-off and write-back has been presented under Exceptional Items (Net) [Gain/(Loss)] in the Statement of Audited Financial Results for the quarter and year ended 31st March, 2026.

Further, the Holding Company has recognised Expected Credit Loss (ECL) amounting to ₹2.28 crores towards trade receivables has been presented under Exceptional Items (Net) [Gain/(Loss)] in the Statement of Audited Financial Results for the quarter and year ended 31st March, 2026.

- xiii. We draw attention to Note No. 8 of the Consolidated Financial Results regarding goodwill arising on consolidation amounting to ₹1.80 crores. In the earlier periods, the said goodwill was not tested for impairment despite losses and sub-optimal operations of the Group. During the current quarter ended March 31, 2026, the Group has carried out the impairment assessment of the goodwill in accordance with the requirements of Ind AS 36 - Impairment of Assets and has recognised impairment loss on the entire carrying amount of goodwill. It has been disclosed under Exceptional Items (Net) [gain/(loss)] in the statement of audited financial results for the quarter and year ended 31st March, 2026.

- xiv. We draw attention to Note No. 9 of the Consolidated Financial results, which describes that in accordance with Ind AS 111 - "Joint Arrangements", the Company has included its share of results in five Joint Ventures for the quarter and year ended March 31, 2026, one Joint Venture for the year March 31, 2025 and one Joint Ventures for the quarter ended June 30, 2025 out of a total of fifteen Joint Ventures, while preparing the Consolidated Financial results. However, for the quarter and year ended March 31, 2026, the Company had not included its share of results of Eight Joint Ventures in the Consolidated Financial results.

- xv. We draw attention to Note No. 10 to the Consolidated Financial Results, which describes the implementation of the four Labour Codes notified by the Government of India, namely the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, effective from 21st November, 2025, rationalising various existing labour laws.

As stated in the aforesaid note, the Company was under Corporate Insolvency Resolution Process (CIRP) and the new management has taken over the operations of the Company. The



Company is in the process of evaluating the impact, if any, of the aforesaid Labour Codes on the measurement of employee benefit obligations upon notification of the relevant Central/State Rules and implementation guidelines. Our opinion is not modified in respect of this matter.

- xvi. *We draw attention to Note No 11 to the Consolidated Financial Results, wherein it has been disclosed that the Holding Company has received an assessment order under Section 144 read with Section 144B of the Income Tax Act, 1961 for Assessment Year 2024-25, raising a demand of Rs.191.23 crores (including interest) under Section 156 of the Act, pursuant to additions made under Section 68 of the Income Tax Act, 1961 relating to unexplained creditors and borrowings and assessment of certain income under the head "Income from Other Sources". The Company has filed an appeal before the Commissioner of Income Tax (Appeals) within the prescribed time challenging the said assessment order. Based on the merits of the matter, legal advice obtained and considering that the demand pertains to the CIRP period, the management believes that the demand is not sustainable and expects a favourable outcome from the appellate proceedings.*

Our opinion is not modified in respect of this matter

Management's Responsibilities for the Consolidated Financial Results

These quarterly financial results as well as the year to date consolidated financial results have been prepared on the basis of the consolidated financial statements. The Holding company Board of Directors are responsible for the preparation and presentation of the Consolidated Financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the group in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, which, in the opinion of the Board, are adequate and are being made more robust, so as to ensure the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing ability of the Group and of its associates and jointly controlled entities, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the 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 and of its associates and jointly controlled entities are also responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.



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

Our objectives are to obtain reasonable assurance about whether the consolidated Financial Results for the year ended 31st March, 2026 as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Financial Results.

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, it being noted that such controls are the primary responsibility of the management and are continuously being made more robust, but not for the purpose of expressing an opinion on the effectiveness of such.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated Financial Results, 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 results 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 financial controls that, in our judgment, could be made more robust, without implying a material deficiency, identified during our audit.

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

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the LODR Regulations, as amended, to the extent applicable.

Other Matter Paragraph

The consolidated financial results include the financial results of six subsidiaries, out of which the financial results of five subsidiaries have not been audited by us. These financial results have been audited by their respective independent auditors, whose reports have been furnished to us. Further, the financial results also include the unaudited interim financial statements/financial results/financial information of one subsidiary, Valecha International FZE, financial information has not been reviewed by their auditor but have been certified by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the said subsidiaries, is based solely on such Management certified financial information and the procedures performed by us as stated.

The consolidated financial results include the financial results the audited standalone/consolidated financial statements/financial results/financial information, in respect of:

- i. **5 Subsidiaries** reflect the Group's share of total assets of Rs. 47.31 crores as at March 31, 2026, total revenue of Rs. 3.21 crores, net loss after tax of Rs. 257.38 crores for the year ended March 31, 2026, and net loss before exceptional items of Rs. 84.07 crores for the quarter ended March 31, 2026. The total comprehensive loss (net) attributable to the Group from these subsidiaries amounts to Rs. 257.38 crores for the year ended and Rs. 83.98 crores for the quarter ended March 31, 2026, as considered in the consolidated financial results.

The consolidated financial results include the financial results the unaudited standalone/consolidated financial statements/financial results/financial information, in respect of:

- i. **1 Subsidiary** reflect the Group's share of total assets of Rs. 24.25 crores as at March 31, 2026 as considered in the consolidated financial results.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Results/financial information certified by the Board of Directors.



The Statement includes the results for the quarter and year ended 31st March, 2026 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review, as required under the LODR Regulations.

For Jain Jagawat Kamdar & Co
Chartered Accountants
Firm Regn. No. 122530W



CA Basant Jain
Partner
Membership No: 122463
UDIN: 26122463LIQCXV1218



Date: 05th June, 2026
Place: Mumbai