

# ANNUAL REPORT

2024-25



**IRCON VADODARA KIM EXPRESSWAY LIMITED**  
(A Wholly Owned Subsidiary of Ircon International Limited )

**CIN: U74999DL2018GOI334028**

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EXPRESSWAY LIMITED (IrconVKEL) FOR THE FY 2024-25**

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## **COMPANY PROJECT**

**“Eight lane Vadodara Kim Expressway from Km 323.00 to Km 355.00 (Sanpa to Padra Section of Vadodara Mumbai Expressway) in the State of Gujarat under NHDP Phase - VI on Hybrid Annuity mode (Phase IA-Package II)”**

## **BOARD OF DIRECTORS**

**Shri Yogesh Kumar Misra, Chairman**

**Shri Masood Ahmad, Director**

**Shri Santanu Mukherjee, Director**

**Mrs. Aradhana Garg, Director**

## **KEY MANAGERIAL PERSONNEL**

**Shri Santha C Kumar, Chief Executive Officer**

**Shri Raj Kumar, Chief Financial Officer**

### **STATUTORY AUDITOR**

M/s A J Mohan & Associates  
Chartered Accountants

### **INTERNAL AUDITOR**

M/s Singhal Sunil & Associates  
Chartered Accountants

### **EPC CONTRACTOR TO COMPANY**

Ircon International Limited

### **CONTACT PERSON**

Shri. Raj Kumar  
Chief Financial Officer  
Email id: csirconvkel@gmail.com  
Tel: 9560595214

### **COST AUDITOR**

Chandra Wadhwa & Co.  
Cost Accountants

### **SECRETARIAL AUDITOR**

M/s Vasisht & Associates  
Company Secretaries

### **BANKERS TO THE COMPANY**

Bank of Baroda

### **REGISTERED OFFICE**

C-4, District Centre,  
Saket, New Delhi-110017

# BOARD OF DIRECTORS



**Shri Yogesh Kumar Misra**  
Chairman



**Shri Masood Ahmad**  
Director



**Shri Santanu Mukherjee**  
Director



**Smt. Aradhana Garg**  
Director



## **CHAIRMAN'S MESSAGE**



**Dear Shareholders,**

It gives me immense pleasure to welcome you all to the Seventh (7<sup>th</sup>) Annual General Meeting (AGM) of Ircon Vadodara Kim Expressway Limited (IrconVKEL) and present to you the Directors Report and Audited Financial Statements for the financial year ended 2024-25. I would like to express my sincere gratitude for making it convenient to attend this meeting.

### **About the Company**

Your Company is a wholly-owned subsidiary of Ircon International Limited (IRCON), incorporated as a Special Purpose Vehicle on 16<sup>th</sup> May, 2018, to execute the project of Eight Lane Vadodara Kim Expressway from Km 323.00 to Km 355.00 (Sanpa to Padra Section of Vadodara Mumbai Expressway) (Phase – IA – Package II) in the State of Gujarat, pursuant to conditions of award of Vadodara Kim Expressway Project by NHAI. The concession period of the project comprises of construction period 730 days from the appointed date i.e., 31<sup>st</sup> January, 2019 and operation period of 15 years commencing from Commercial Operation Date (COD).

NHAI vide its letter dated 11<sup>th</sup> June, 2024 had conveyed its satisfaction on the Completion Certificate issued by independent engineers in accordance with the clause 14.2 of Concession Agreement w.e.f. 09<sup>th</sup> January, 2024 for the above operating part of 32.00 Km of the project stretch, provisional COD had already been declared on 25<sup>th</sup> August, 2022. The project can safely and reliably be placed in the commercial services of users thereof.

### **Financial Performance**

IrconVKEL had signed the Concession Agreement with NHAI at Bid Project Cost of Rs. 1,865 Crore excluding operation and maintenance (O&M) cost. The Company has successfully achieved payment milestone of the project set to be achieved during construction in terms of Concession Agreement. Consequently, the Company is eligible for receipt of remaining payment of Annuity from NHAI.

As on 31<sup>st</sup> March, 2025, Net Worth of your Company is Rs. 382.75 Crore, Total Income is Rs.137.68 Crore and Profit After Tax (PAT) is Rs.46.42 Crore as compared to Net Worth of Rs. 336.32 Crore, Total Income of Rs. 168.71 Crore and Profit After Tax (PAT) of Rs. 48.12 Crore in the previous year.

### **Compliances and Disclosures**

**Corporate Governance:** Compliances and Disclosures under the Companies Act, 2013 and rules thereunder are being fully adhered to by your Company. As per Office Memorandum dated 10<sup>th</sup> July 2014 and 11<sup>th</sup> July 2019 issued by Department of Public Enterprises, CPSEs constituted as

Special Purpose Vehicle (SPV) are exempted from compliance of the DPE Guidelines on Corporate Governance for CPSEs. Hence, these are not applicable on your company.

*Memorandum of Understanding (MoU):* Your Company has requested IRCON to grant exemption from compliance of Annual MoU exercise for the financial year 2025-26, in line with the MoU (Memorandum of Understanding) Guidelines for year 2024-25 (Consolidated) dated 10<sup>th</sup> March, 2025 and IRCON vide its letter dated 20<sup>th</sup> February, 2025 has granted exemption to the Company from compliance of Annual MOU exercise for the financial year 2025-26.

### **Acknowledgements**

I, on behalf of Board of Directors, express my heartfelt thanks for the valuable assistance and co-operation extended to the Company by Ministry of Road, Transport & Highways (MoRTH), National Highways Authority of India (NHAI), Independent Engineers of NHAI, Ircon International Limited, Auditors of the Company and all those who have supported and guided us during the year. I express my deep gratitude to all employees for their dedication, intellect, hard work and tireless efforts that they put in every day with a sense of purpose and pride. And last, but not least, I would like to thank my colleagues on the Board for their guidance and continuous support.

We look forward to your continued support in our journey ahead.

**For and on behalf of  
Ircon Vadodara Kim Expressway Limited**

**Sd/-  
(Yogesh Kumar Misra)  
Chairman  
DIN: 07654014**

**Date: 29.07.2025**

**Place: New Delhi**

## **DIRECTORS' REPORT**

**Dear Members,**

Your Directors have immense pleasure in presenting the **7<sup>th</sup> Annual Report** of **Ircon Vadodara Kim Expressway Limited (IrconVKEL)** together with the Audited Financial Statements of the Company and Auditor's Report for the financial year ended 31<sup>st</sup> March, 2025.

### **1. BUSINESS OPERATIONAL HIGHLIGHTS & PRESENT STATE OF COMPANY'S AFFAIRS:**

IrconVKEL, a wholly-owned subsidiary of IRCON, incorporated as a Special Purpose Vehicle on 16<sup>th</sup> May, 2018, pursuant to conditions of award of Vadodara Kim Expressway Project in the State of Gujarat by NHAI with the main object of IrconVKEL is to carry on the business of development, maintenance and management of Eight lane Vadodara Kim Expressway from Km 323.00 to Km 355.00 (Sanpa to Padra Section of Vadodara Mumbai Expressway) in the State of Gujarat under NHDP Phase – VI Hybrid Annuity Mode (Phase IA-Package II) on design, build, finance, operate and transfer basis.

IrconVKEL entered into Concession Agreement with NHAI on 25<sup>th</sup> May, 2018 with a construction period of 730 days from the appointed date i.e., 31<sup>st</sup> January, 2019 and operation period of 15 years commencing from Commercial Operation Date (COD) and Scheduled Completion Date was 29<sup>th</sup> January, 2021. The bid project cost of the project is Rs.1865 crore excluding O&M cost.

The project has achieved Provisional Completion, well within approved extended time by the NHAI. Provisional Completion Date i.e., PCOD was declared for 25<sup>th</sup> August, 2022 for the length of 31.785 Kms out of 32.000 Kms. Work was not completed in the balance stretch of 215 m due to land acquisition issues.

A Supplementary Agreement was signed between IrconVKEL and NHAI on 14<sup>th</sup> October, 2022 and 60 days was granted to complete the balance stretch from the date of clearance of land issues.

NHAI vide its letter dated 11<sup>th</sup> June, 2024 has conveyed its satisfaction on the Completion Certificate issued by independent engineers in accordance with the clause 14.2 of Concession Agreement w.e.f. 09<sup>th</sup> January, 2024 for the above operating part of 32.00 km of the project stretch. The project can safely and reliably be placed in the commercial services of users thereof.

Your Company has already availed term loan of Rs. 724.12 Crore from Bank of Baroda (BOB) to finance the project and as on March 31, 2025, the outstanding loan is Rs. 551.72 Crore.

### **2. FINANCIAL HIGHLIGHTS:**

In pursuance of the provisions enumerated under Companies (Indian Accounting Standards) Rules, 2015, the Company, has prepared its Annual Financial Statements for the financial year 2024-25 as per Indian Accounting Standards (IND-AS).

### Financial performance indicators as on 31<sup>st</sup> March 2025:

(Rs. in Crore)

Sl. No.	Particulars	For the Financial Year Ended 31.03.2025	For the Financial Year Ended 31.03.2024
1.	Equity Share Capital	10.00	10.00
2.	Other Equity (includes Reserves and Surplus)	372.75	326.32
3.	Net Worth	382.75	336.32
4.	Borrowings (including current maturities)	551.72	689.64
5.	<b>Total Assets and Liabilities</b>	<b>945.74</b>	<b>1,042.78</b>
6.	Revenue from Operations	134.58	168.29
7.	Other Income	3.10	0.42
8.	<b>Total Income (6) + (7)</b>	<b>137.68</b>	<b>168.71</b>
9.	<b>Profit Before Tax</b>	<b>62.43</b>	<b>64.55</b>
10.	<b>Profit After Tax</b>	<b>46.42</b>	<b>48.12</b>
11.	Earnings Per Equity Share (on face value of Rs.10/- per share)		
	(i) Basic	46.42	48.12
	(ii) Diluted	46.42	48.12

### 3. DIVIDEND & APPROPRIATION TO RESERVE:

The Board of Directors does not recommend any dividend for the financial year 2024-25.

As per the applicability of IND AS, Reserves are reflected as Retained Earnings under the head 'Other Equity' in Financial Statements and your Company has a balance of Rs. 177.01 Crore in Retained Earnings as on 31<sup>st</sup> March, 2025.

### 4. CREDIT RATING

During the FY 2024-25, CARE Ratings Limited vide letter dated 30<sup>th</sup> August, 2024 has provided CARE AA+ (Stable) rating for the long-term bank facilities of Rs. 620.68 Crore to your Company. Recently, CARE Ratings Limited vide letter dated 24<sup>th</sup> July, 2025 has upgraded the rating of your Company from CARE AA+ (Stable) to CARE AAA (Stable) for the long-term bank facilities of Rs. 551.72 Crore.

### 5. SHARE CAPITAL/ DEMATERIALISATION:

The Authorized Share Capital and the Paid-up Share Capital of the Company as on 31<sup>st</sup> March, 2025 is Rs. 10 Crore comprising of 10,000,000 Equity Shares of Rs. 10/- each. During the financial year ended 31<sup>st</sup> March, 2025, there was no change in the share capital of your Company and Ircon International Limited (IRCON) continues to hold 100% paid-up share capital of IrconVKEL.

As on 31<sup>st</sup> March, 2025, the Promoter Company (IRCON) has invested Rs. 195.74 Crore as interest free loan (which is accounted as "Other Reserves (Deemed Equity)" under the head

“Other Equity” in the financial statements of IrconVKEL in addition to Rs. 10 Crore in equity share capital, not exceeding the total investment of Equity Share Capital of Rs. 205.74 Crore.

As per Rule 9A of the Companies (Prospectus and Allotment of Securities) Amendment Rules, 2019 dated 22<sup>nd</sup> January, 2019, the Company being a wholly owned subsidiary (WoS) is not required to get its securities in dematerialised form.

#### **6. CASH FLOWS FROM THE PROJECT:**

The Company is having a Cash Flows from operating activities of Rs. 95.86 Crore for the financial year ended 31<sup>st</sup> March, 2025.

#### **7. DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES:**

For the period under review, there was no Subsidiary/ Joint Ventures/ Associate Companies of the Company.

#### **8. BOARD OF DIRECTORS & KEY MANAGEMENT PERSONNEL:**

##### **Board of Directors:**

##### **CATEGORY & NAME OF THE DIRECTORS WITH DESIGNATION DURING THE FINANCIAL YEAR 2024-25**

As per Articles of Association of the Company, the Directors on the Board of the Company are appointed by the holding company (IRCON).

As on 31<sup>st</sup> March, 2025, the Board comprised of four (4) Directors including Chairman i.e. Shri Parag Verma, (Chairman), Shri Masood Ahmad, Shri Santanu Mukherjee and Mrs. Aradhana Garg. Details of Directors are as follows:

<b>Category, Name &amp; Designation</b>	<b>DIN</b>	<b>Appointment or Cessation (during the FY, if any)</b>
Shri Parag Verma Chairman	05272169	-
Shri Masood Ahmad Director	09008553	-
Shri Rohit Parmar Director	08190141	Ceased to be a Director of the Company w.e.f. 24 <sup>th</sup> April, 2024
Shri Rabindra Kumar Jaiswal Director	10610969	Ceased to be a Director of the Company w.e.f. 31 <sup>st</sup> January, 2025
Shri Santanu Mukherjee Director	10895834	Appointed as Additional Part-time (Nominee) Director w.e.f. 3 <sup>rd</sup> January, 2025
Smt. Aradhana Garg Director	10477168	-

Shri Parag Verma, Chairman and Part-time (Nominee) Director of your Company, ceased to be the Chairman and Director of your Company consequent to withdrawal of nomination by the IRCON (Holding Company) w.e.f. 1<sup>st</sup> May, 2025. IRCON (Holding Company) nominated Shri Yogesh Kumar Misra, ED/Infra as Chairman and Additional Part-time (Nominee) Director of your Company w.e.f. 1<sup>st</sup> May, 2025 vice Shri Parag Verma.

Shri Yogesh Kumar Misra and Shri Santanu Mukherjee were nominated by IRCON as Additional Part-time (Nominee) Directors of the Company w.e.f. 1<sup>st</sup> May, 2025 and 3<sup>rd</sup> January, 2025 respectively, who shall hold office upto the date of the Annual General Meeting.

The Company has received a notices under section 160 of the Companies Act, 2013 from Shri Yogesh Kumar Misra and Shri Santanu Mukherjee giving their candidatures for appointment as Directors, liable to retire by rotation, in the Annual General Meeting (AGM). Their appointments as Directors by Shareholders is included in the notice of the AGM.

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, Shri Masood Ahmad shall retire by rotation at the Annual General Meeting of your Company and being eligible to offer himself for re-appointment. The Board of Directors recommends his re-appointment as Director and his brief resume is annexed to the Notice of the Annual General Meeting.

None of the Directors is disqualified from being appointed/ re-appointed as Director.

#### **Key Managerial Personnel:**

Pursuant to Section 203 of the Companies Act, 2013, the Board of Directors of the Company has designated the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS) as the Key Managerial Personnel (KMP) of the Company. The details of KMPs as at 31<sup>st</sup> March, 2025 are as follows:

Key Personnel of Company	Date of Appointment	Designation
Shri Deepak Kumar Garg	01 <sup>st</sup> January, 2025	Chief Executive Officer
Shri Raj Kumar	20 <sup>th</sup> November, 2018	Chief Financial Officer

During the financial year 2024-25, Shri Nitesh Kumar Asati ceased to be Chief Executive Officer w.e.f. 29<sup>th</sup> November, 2024. Shri Deepak Kumar Garg was appointed as Chief Executive Officer w.e.f. 1<sup>st</sup> January, 2025 pursuant to nomination by Holding Company, IRCON, who ceased to be Chief Executive Officer w.e.f. 11<sup>th</sup> July, 2025.

Shri C. Santha Kumar was appointed as Chief Executive Officer w.e.f. 11<sup>th</sup> July, 2025 vice Shri Deepak Kumar Garg pursuant to change in nomination by Holding Company, IRCON.

During the period under review, Shri Shashwat Chaudhary ceased from the post Company Secretary of the Company w.e.f. 14<sup>th</sup> February, 2025.

#### **9. BOARD MEETINGS**

During the financial year 2024-25, the Board met Six (6) times on 10-05-2024, 02-08-2024, 29-10-2024, 06-01-2025, 31-01-2025 and 12-03-2025. The interval between two Board Meetings were within the period prescribed under the Companies Act, 2013. The attendance detail of the Board Meetings is as follows:

Date of The Meeting	Board Strength	No. of Directors Present
10-05-2024	4	4
02-08-2024	4	4
29-10-2024	4	4
06-01-2025	4	4
31-01-2025	5	5
12-03-2025	4	4

The table below shows attendance of the Board members at the Board Meetings held during the financial year 2024-25 and their attendance in the last Annual General Meeting (AGM):

Name of Director	Meeting Date						Whether attended last AGM held on 12-08-2024	Total Board Meetings entitled to attend during financial year 2024-25	No. of Board Meetings attended during financial year 2024-25	% of Attendance
	10-05-2024	02-08-2024	29-10-2024	06-01-2025	31-01-2025	12-03-2025				
Shri Parag Verma	✓	✓	✓	✓	✓	✓	Y	6	6	100
Shri Masood Ahmad	✓	✓	✓	✓	✓	✓	Y	6	6	100
Shri Rabindra Kumar Jaiswal	✓	✓	✓	✓	✓	NA	Y	5	5	100
Mrs. Aradhana Garg	✓	✓	✓	✓	✓	✓	Y	6	6	100
Shri Santanu Mukherjee	NA	NA	NA	NA	✓	✓	NA	2	2	100

## 10. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETINGS

As on 31<sup>st</sup> March, 2025, Corporate Social Responsibility (CSR) Committee comprised of Shri Masood Ahmad as Chairman and Shri Santanu Mukherjee as member of the Committee.

During the financial year 2024-25, the CSR Committee met Three (3) times on 19-06-2024, 12-11-2024 and 12-03-2025.

The details of Members including change, if any, in their tenure, No. of Meetings held during the year and attendance of the Members are as under:

S. No.	Name of Member	Designation of Member	Tenure of Member		No. of Meetings	
			From	To	Held during the year	Attended during respective tenure
1.	Shri Masood Ahmad	Chairman	04.08.2022	Continuing	3	3
2.	Shri Rohit Parmar	Member	04.08.2022	24.04.2024	3	NA*



3.	Shri Rabindra Kumar Jaiswal	Member	10.05.2024	06.01.2025	3	2
4.	Shri Santanu Mukherjee	Member	06.01.2025	Continuing	3	1

*\*NA denotes not applicable as meetings in FY 2024-25 were held after his cessation as Member.*

# **11. INDEPENDENT DIRECTORS, BOARD COMMITTEES & CORPORATE GOVERNANCE GUIDELINES ISSUED BY DPE:**

Ministry of Corporate Affairs (MCA) vide its notification dated 05<sup>th</sup> July, 2017 exempted an unlisted public company which are wholly-owned subsidiary from the requirement of appointment Independent Directors on its Board and constitution of Audit Committee and Nomination & Remuneration Committee (NRC).

IrconVKEL, an unlisted public company and a wholly-owned subsidiary company of IRCON, therefore, is not required to appoint any Independent Director on its Board and the declaration by the Independent Directors is not applicable on the Company.

Further, in terms of Department of Public Enterprises (DPE)'s Office Memorandum (OM) dated July 8-10, 2014, read with OM dated 11<sup>th</sup> July, 2019, CPSE's constituted as Special Purpose Vehicle (SPV) are exempted from compliance with the DPE Guidelines on Corporate Governance for CPSEs. Hence, Corporate Governance Guidelines of DPE are not applicable on IrconVKEL.

# **12. DIRECTORS' RESPONSIBILITY STATEMENT**

The Board of Directors of the Company confirms:

- that in the preparation of the annual financial statements for the financial year ended 31<sup>st</sup> March, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year i.e. 31<sup>st</sup> March, 2025 and of the Profit & Loss of the Company for that period;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;
- that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

# **13. DIRECTOR'S OBSERVATION AND COMMENTS FOR FINANCIAL STATEMENTS (EXPLANATION FOR ANY COMMENTS MADE BY AUDITORS IN THEIR REPORT)**

The Notes to Accounts forming part of the financial statements are self-explanatory and need no further explanation.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation.

#### **14. AUDITORS**

##### **Statutory Auditor**

M/s. A J Mohan & Associates, Chartered Accountants, were appointed as Statutory Auditors for the financial year 2024-25 vide CAG letter No. CA. V/COY/ Central Government, IVKEL(1)/516 dated 21<sup>st</sup> September, 2024. They have confirmed by way of a written consent and certificate as required under Section 139(1) of the Companies Act, 2013.

##### **Cost Auditor**

The Board of Directors appointed M/s. Chandra Wadhwa & Co, Cost Accountants, as Cost Auditor of the Company for the financial year 2024-25 for conducting the audit of cost records maintained by the Company as per the applicable Rules/ Guidance Note, etc.

In accordance with the provisions of Section 148(1) of the Act, read with Companies (Cost Records and Audit Rules), 2014, the Company has maintained cost accounts and records.

##### **Secretarial Auditor**

The Board of Directors appointed M/s. Vasisht & Associates, Practising Company Secretaries, as Secretarial Auditor of the Company for the financial year 2024-25 for conducting Secretarial Audit of the Company in accordance with the provisions of Section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

##### **Internal Auditor**

The Board of Directors appointed M/s Singhal Sunil & Associates, Chartered Accountants as Internal Auditors for the financial year 2024-25, for conducting Internal Audit of the Company.

#### **15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There are no transactions of loans, guarantees and investments as covered under the provisions of Section 186 of the Companies Act, 2013, during the financial year under review.

#### **16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the financial year 2024-25, the related party transactions with the holding company, IRCON were in the ordinary course of business and on an arm's length basis and approved in terms of the Companies Act, 2013. The details of the related party transactions in form AOC-2 is enclosed to this report as **Annexure-A**.

#### **17. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY AFTER THE CLOSURE OF THE FINANCIAL YEAR**

No material changes and commitments have occurred which affect the financial position of the Company between the end of the financial year and the date of this report.

## **18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are set out hereunder:

### **A. Conservation of energy:**

- i. the steps taken or impact on conservation of energy – Nil
- ii. the steps taken by the Company for utilizing alternate sources of energy – Nil
- iii. the capital investment on energy conservation equipment – Nil

### **B. Technology absorption:**

- i. the efforts made towards technology absorption: Not Applicable
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not Applicable
  - a. the details of technology imported;
  - b. the year of import;
  - c. whether the technology been fully absorbed;
  - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- iv. the expenditure incurred on Research and Development: Not Applicable

### **C. Foreign exchange earnings and Outgo:**

There was no Foreign Exchange Earnings and Foreign Exchange Outgo during the financial year 2024-25.

## **19. RISK MANAGEMENT**

In the opinion of the Board, presently the Company does not foresee any major threat/ risk to the business of the Company.

## **20. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Every company having net worth of Rs. 500 crore or more or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during the immediately preceding financial year is required to spend in every financial year, at least 2% of average net profits of the company made during the immediately three preceding financial years.

Since, the net profit (PBT) of the Company for the financial year ended 31<sup>st</sup> March, 2024 was Rs. 64.55 Crore which exceeds the above-mentioned threshold limit, therefore, the provision of Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013 was applicable to the Company for the financial year 2024-25.

In compliance with the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted CSR Committee with two Directors as Member and Company Secretary of the Company as Secretary to the CSR Committee.

Your Company is committed to compliance with the requirement of all applicable laws, rules, regulations and ensure transparency while conducting the business in an ethical manner.

During the financial year 2024-25, against total CSR Budget of Rs. 116.16 lakh, an amount of Rs. 33.40 lakh has been spent on CSR activities and an amount of Rs. 82.76 lakh has been deposited in “Unspent CSR Account for FY 2024-25” towards ongoing CSR activities. The Annual Report on CSR activities required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as **Annexure-B** forming part of this report.

## **21. PARTICULARS OF EMPLOYEES**

As per Notification dated 05<sup>th</sup> June, 2015 issued by the Ministry of Corporate Affairs, Government Companies are exempted from complying with the provisions of Section 197 of the Companies Act, 2013 and corresponding rules under Chapter XIII.

IrconVKEL being a government company is not required to disclose information on the remuneration of employees falling under the criteria prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 as a part of the Directors' Report.

## **22. CHANGE IN THE NATURE OF BUSINESS**

There was no change in the nature of business of the company during the financial year 2024-25.

## **23. PUBLIC DEPOSITS**

During the financial year ended 31<sup>st</sup> March, 2025, your Company had not invited any deposits from its members pursuant to the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## **24. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate system of internal financial controls with reference to financial statements. All the transactions were properly authorized, recorded and reported to the Management. The Company is following all the applicable Indian Accounting Standards for properly maintaining the books of account and reporting in the financial statements. Your Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

## **25. SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No significant material order(s) had been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future during the financial year 2024-25.

## **26. COMPLIANCE OF MSME GUIDELINES FOR IMPLEMENTATION OF PURCHASE PREFERENCE POLICY**

In exercise of powers conferred by section 9 of the Micro, Small and Medium Enterprise Development Act, 2006, the Central Government issued instructions that all companies registered under the Companies Act, 2013 with a turnover of more than Rs.500 crores (later amended to Rs. 250 crore) and all CPSEs shall be required to get themselves on-boarded on the Trade Receivables Discounting System (TReDS) platform, set up as per the notification of the Reserve Bank of India. The Registrar of Companies (RoC) in each State shall be the competent authority to monitor the compliance of such instructions and also the Department of Public Enterprises, Government of India shall be the competent authority to monitor the compliance of such instructions by the CPSEs. In compliance with the above instructions, the Company has boarded on the TReDS platform w.e.f. 27<sup>th</sup> September, 2019, to facilitate the financing of trade receivables of MSEs by discounting of their receivables and realisation of their payment before the due date.

## **27. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company being a wholly owned subsidiary of IRCON, the 'Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace' of IRCON (POSH Policy) is applicable on the Company and the Internal Committee of IRCON deals with all the matters under POSH Act.

During the period under review, there was no incidence where any complaint relating to sexual harassment was reported pursuant to Section 22 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The number of sexual harassment complaints received during the year	-	0
The number of such complaints disposed-off during the year	-	0
The number of cases pending for more than ninety days	-	0

## **28. STATEMENT ON MATERNITY BENEFIT COMPLIANCE**

The Company is in compliance with the provisions relating to the Maternity Benefit Act, 1961.

## **29. VIGIL MECHANISM**

The Company has established a mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Code. It also provides for adequate safeguards against the victimization of employees who avail the mechanism. Being a wholly owned subsidiary of IRCON, for employees nominated and deputed from IRCON, the Whistle Blower Policy of IRCON is applicable, which is available on the website at, <https://www.ircon.org/images/file/cosecy/Whistle-Blower-Policy.pdf>.

For other persons in employment of the Company, complaint/ reporting under Vigil Mechanism, can be addressed to:

Shri Yogesh Kumar Misra, Chairman,  
Ircon Vadodara Kim Expressway Limited (IrconVKEL)  
Address: Ircon International Limited,  
C-4, District Centre, Saket, New Delhi- 110017  
Phone No.: +91 9560595001, Email id: [yogesh.misra@ircon.org](mailto:yogesh.misra@ircon.org)

### **30. RIGHT TO INFORMATION**

No application under Right to Information Act, 2005 was received by your company during the financial year 2024-25.

### **31. PERFORMANCE EVALUATION OF BOARD MEMBERS**

Pursuant to the notification of Ministry of Corporate Affairs dated 5<sup>th</sup> June 2015, sub-sections (2), (3) & (4) of Section 178 and sub-section (3)(p) of Section 134 regarding the performance evaluation shall not apply to Directors of Government Company.

Being a Government Company and a wholly-owned subsidiary of Ircon International Limited, all part-time Directors of the Company are nominated by the holding company, IRCON. The evaluation of these nominated directors is done by the holding company as per pre-defined criteria in line with the guidelines of the Government of India. Hence, performance evaluation of Directors is not applicable on your company.

### **32. SECRETARIAL STANDARDS**

During the financial year 2024-25, the Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

### **33. SECRETARIAL AUDIT REPORT**

The “Secretarial Audit Report” of the Company for the financial year 2024-25 from the Secretarial Auditors in Form MR-3 as required under Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is placed as **Annexure–C** to this Report. The Secretarial Auditors have given an unqualified report. The report is self-explanatory and does not require any further comments by the Board.

### **34. STATUTORY AUDITORS’ REPORT AND C&AG COMMENTS**

The reports of the Statutory Auditors on the Financial Statements for financial year 2024-25 with Nil observation are attached separately as part of the Annual Report. The report is self-explanatory and does not require any further comments by the Board.

C&AG vide its letter dated 7<sup>th</sup> July, 2025 has also conveyed that “C&AG has decided not to conduct supplementary audit of the financial statements for the year ended 31<sup>st</sup> March, 2025” i.e., C&AG issued non-review certificate.

### **35. APPLICATION/ PROCEEDING PENDING UNDER INSOLVENCY & BANKRUPTCY CODE, 2016**

There are no proceeding initiated/ pending against the Company under the Insolvency & Bankruptcy Code, 2016 which materially impact the business of the Company.

### **36. MEMORANDUM OF UNDERSTANDING (MoU)**

Pursuant to the provision of MoU (Memorandum of Understanding) Guidelines for year 2024-25 (Consolidated) dated 10<sup>th</sup> March, 2025 of Department of Public Enterprises (DPE), Companies, that are subsidiary company of a CPSE, will sign Annual MoU with its holding company and holding company is free to take a decision regarding exemption from MoU for its subsidiary companies and process of exemption shall ordinarily be completed by 31<sup>st</sup> of March of the base year.

In line with the MoU Guidelines of DPE, IRCON vide its letter dated 20<sup>th</sup> February, 2025 has granted exemption to the Company from entering into MoU for the financial year 2025-26.

### **37. ACKNOWLEDGEMENT**

We thank Ircon International Limited, Ministry of Road Transport & Highways (MORTH)/ National Highway Authority of India (NHAI), various other Government Agencies, Banks, Comptroller & Auditor General of India (CA&G) and Statutory, Secretarial, Cost and Internal Auditors, for their support and look forward to their continued support in the future.

We also place on record our appreciation for the contribution made by our employees at all levels. Your Board of Directors also takes this opportunity to convey their gratitude and sincere thanks for the cooperation and assistance received from the Shareholders during the period under report. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

**For and on behalf of Board of Directors of  
Ircon Vadodara Kim Expressway Limited**

**Sd/-  
(Yogesh Kumar Misra)  
Chairman  
DIN: 07654014**

**Date: 29.07.2025  
Place: New Delhi**



## ANNEXURE – A

### FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto for the financial year 2024-25:

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
2. Details of material contracts or arrangements or transactions at arm's length basis: as follows

Sr.No	Nature of contracts or arrangements or transactions	Duration of the contracts or arrangements or transactions	Salient terms of the Contracts or Arrangements or Transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1.	<b>EPC Agreement</b> (For Appointing Ircon International Limited as EPC Contractor for development, maintenance and management of Eight lane Vadodara Kim Expressway from Km 323.00 to Km 355.00 (Sanpa to Padra Section of Vadodara Mumbai Expressway) in the State of Gujarat	730 days from the appointed date and as extended by NHAI subsequently	Agreement dated 09.11.2018 and addendums dated 10.08.2019 & 03.01.2020  The Contract has been awarded to IRCON for a consideration of Rs.1,377.73 crore inclusive GST @ 12%.	18 <sup>th</sup> July, 2018 29 <sup>th</sup> July, 2019 18 <sup>th</sup> December, 2019 Respectively	NIL
2.	<b>Lease Agreement</b> (To take on lease the Office Premises of IRCON)	Three Years (01-04-2023 to 31.03.2025)	Lease Agreement executed on 2 <sup>nd</sup> June, 2021 for rent @ Rs.23,359/- p.m. plus GST	22 <sup>nd</sup> March, 2023	NIL
3.	<b>O &amp; M Work</b> IrconVKEL vide letter dated 15-05-2023 awarded additional work of Rs.43.29 Crore (including GST & Escalation) for O & M works for a period of 4 years after commencement of PCOD w.e.f. 26-08-2022	Four Years after commencement of PCOD w.e.f. 26-08-2022	IrconVKEL vide letter dated 15-05-2023 awarded additional work of Rs.43.29 Crore (including GST & Escalation) for O & M works for a period of 4 years after commencement of PCOD w.e.f. 26-08-2022	26 <sup>th</sup> August, 2022	NIL

**Note:**

1. Apart from above said transactions, IRCON has deputed its employees i.e. CEO, CFO and other staffs to IrconVKEL and the salary, benefits (like PF, GIS, Society deduction, related payments, etc.)

and other miscellaneous payment in nature of travelling/ ticket cost etc. paid to such deputed employees as per IRCON's policy are reimbursed on actual cost basis.

**For and on behalf of Board of Directors of  
Ircon Vadodara Kim Expressway Limited**

**Sd/-  
(Yogesh Kumar Misra)  
Chairman  
DIN: 07654014**

**Date: 29.07.2025  
Place: New Delhi**

## **Annual Report on CSR & Sustainability**

### **1. Brief outline on CSR Policy of the Company.**

Corporate Social Responsibility (CSR) is a company's commitment to address social, ethical and environmental concerns in which it operates and contribute to develop a sustainable society through sustainability initiatives by conducting business in a manner that is beneficial to both, business and society.

IrconVKEL is committed to undertake Corporate Social Responsibility (CSR) activities in accordance with provision of Section 135 of Companies Act, 2013 ("the Act") and Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules"), as amended time to time and Department of Public Enterprises (DPE) Guidelines, 2014 (hereinafter collectively referred to as "CSR laws"), with the former taking precedence over the later in case of any conflict.

CSR Budget shall be fixed for each financial year with the approval of the Board of Directors. The CSR spending shall be at least 2% or such percentage as defined under the Companies Act, 2013 and rules made thereunder of the average net profits of the company made during the immediately preceding three financial years. Every endeavor shall be made to spend the entire yearly budget on CSR activities in that year itself. The Company may allocate more fund for the CSR activities in any financial year than the amount prescribed under the Act.

The Board shall ensure that the CSR activities undertaken by the Company should be within the scope of the activities as prescribed in Schedule VII of the Act and as amended from time to time.

Those CSR activities, which are closely aligned with the strategy of the Company & the areas where the company has core competence, like creation of infrastructure, the implementation of CSR activity will be taken up with the Company's own manpower & resources, following the due procedure and transparency norms. In such cases evaluation shall be assigned to an independent external agency for sake of objectivity and transparency.

In other cases, where the Company does not have in house expertise, the CSR activities can be undertaken by the Company through:

- (a.) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the
- (b.) Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or
- (c.) a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
- (d.) any entity established under an Act of Parliament or a State legislature.

If any amount spent in excess of requirement as per sub-section (5) of section 135, such excess amount may be set off against the requirement to spend under sub-section

(5) of section 135 upto immediate succeeding three financial years subject to the conditions that:

- i) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any.
- ii) the Board shall pass a resolution to that effect.

## 2. Composition of CSR Committee

S.No.	Name and designation of Member(s)	No. of Meeting of CSR Committee held during the year	No. of Meeting of CSR Committee attended during the year
1.	Shri Masood Ahmad <i>Chairman</i> (Part-time (Nominee) <i>Director</i> )	Three (3)	Three (3)
2.	Shri Santanu Mukherjee* <i>Member</i> (Part-time (Nominee) <i>Director</i> )	Three (3)	One (1)*

\*Shri Santanu Mukherjee was inducted as member of the Committee w.e.f. 06.01.2025 vice Shri Rabindra Kumar Jaiswal. Only meeting was held after his induction as member and he attended the said meeting. Shri Rohit Parmar ceased to be the member of the Committee w.e.f. 24.04.2024 and no meeting was held during his tenure in the FY 2024-25.

Shri Rabindra Kumar Jaiswal was member of the CSR Committee w.e.f. 10.05.2024 till 06.01.2025 and he attended two meetings during his tenure in the FY 2024-25.

Since Company is not required to appoint an independent director under sub-section (4) of section 149, therefore, as per Section 135 of Companies Act, 2013, the CSR Committee of the Company presently consists of 2 Directors as Member namely Shri Masood Ahmad and Shri Santanu Mukherjee.

## 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.: N.A.

## 4. Provide the execute summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 if applicable.:

Not applicable for this financial year. Further, none of the Completed CSR activities taken up during FY 2024-25 were of Rs.1 crore or above for which impact assessment is required.

5. (a) **Average net profit of the company as per sub-section (5) of section 135: Rs.5807.77 lakh.**
  - (b) **Two percent of average net profit of the company as per section 135(5): Rs.116.16 lakh**
  - (c) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years: N.A.**

(d) Amount required to be set off for the financial year, if any: N.A.

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs.116.16 lakh

6.

(Rs. in lakh)

(a) Amount spent on CSR Projects (both Ongoing Projects and other than Ongoing Projects)	33.40
(b) Amount spent in Administrative Overheads	0.00
(c) Amount spent on Impact Assessment, if applicable	Nil
(d) Total amount spent for the Financial Year [(a)+(b)+(c)]	33.40

(e) CSR amount spent or unspent for the financial year:

(Rs. in lakh)

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
33.40	82.76	11.04.2025	NIL	NIL	NIL

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (Rs. in lakh)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per section 135(5)	116.16
(ii)	Total amount spent for the Financial Year	33.40
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.00

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

1	2	3	4	5	6	7	8
Sl.No	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
		Amount (in Rs.)			Amount (in Rs.)	Date of Transfer	
1	2021-22	Nil					
2	2022-23						
3	2023-24						
<b>Total</b>		<b>Nil</b>					

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

☐ Yes
 ☒ No

If yes, enter the number of Capital assets created/ acquired:- **N.A.**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **N.A.**

Sl.No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
	Not Applicable						

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Out of total approved CSR budget of Rs. 116.16 Lakhs, the Company has sent an amount of Rs. 33.40 Lakhs during the FY 2024-25 and has transferred an amount of Rs. 82.76 Lakhs in the Unspent CSR Account for the FY 2024-25 towards ongoing activities as approved by the Board in accordance with CSR laws.

Chairman of the Company	Chairman and Member of the CSR Committee
Sd/- <b>Mr. Yogesh Kumar Misra</b> Chairman and Director (DIN: 07654014)	Sd/- <b>Mr. Masood Ahmad</b> Director & Chairman- CSR Committee (DIN: 09008553)

Date: 29.07.2025

Place: New Delhi



**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR 2024-25**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,

**IRCON VADODARA KIM EXPRESSWAY LIMITED**

CIN: U74999DL2018GOI334028

C-4, District Centre, Saket, South Delhi, Delhi-110017, India

I, Shobhit Vasisht, Proprietor of Vasisht & Associates, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **IRCON VADODARA KIM EXPRESSWAY LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on the verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not Applicable to the Company)**

Regd Office: 441, Sector-2, Faridabad-121004, Haryana, India  
Email: cs@vasishtassociates.com, Web: www.vasishtassociates.com  
Contact No: +91-9953259389, +91-9220471009

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;**(Not Applicable to the Company)**
- (iv) The Foreign Exchange Management Act, 1999 and the rules made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;**(Not Applicable to the Company)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;**(Not Applicable to the Company)**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;**(Not Applicable to the Company)**
  - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;**(Not Applicable to the Company)**
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(Not Applicable to the Company)**
  - (e) The Securities and exchange board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(Not Applicable to the Company)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and amendments thereof regarding the Companies Act and dealing with client;**(Not Applicable to the Company)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2021;**(Not Applicable to the Company)**
  - (h) The Securities and Exchange Board of India (Buy back of securities) Regulations, 2018;**(Not Applicable to the Company)**
  - (i) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations 2021;**(Not Applicable to the Company)**
- (vi) I further report that the system and processes of the Company are in place to ensure the compliance with general laws like Labour Laws, The Indian Contract Act, The Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 etc. For the purpose of examining adequacy of compliance with other applicable laws including industry / sector specific laws, under both Central and State legislation, reliance has been placed on the representation made by the Company and its officers for systems and mechanism formed by the Company for the compliance under these laws.

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditor(s) and other designated professionals.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General meeting;
- (ii) Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by the Department of Public Enterprises vide their OM No. 18(8)/2005-GM dated 14th May, 2010.

(However, it is understood that as the Company is constituted as Special Purpose Vehicle (SPV) got an exemption for appointment of independent directors, submitting Quarterly report and other Compliances of Corporate Governance Guidelines issued by Department of Public Enterprises (DPE), vide its O.M. dated July 11, 2019 and July 8, 2014.)

I report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Standards and Guidelines etc. mentioned above.

**I further report that:**

- The Board of Directors of the Company has been duly constituted with Non-Executive Directors (including Women Director) as nominated by its Holding company ("Ircan International Limited"), as per the Articles of Association of the Company. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except for meetings of the Board of Directors, where consent for shorter notice was obtained. System exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at the Board Meetings, as represented by the management, were taken unanimously as recorded in the minutes of the meeting of the Board of Directors.
- As per the explanations given to me and the representations made by the Management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the period under review, as explained and represented by the management, there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., have been undertaken by the Company.

**For VASISHT & ASSOCIATES;**

(Company Secretaries)

SHOBHIT  
VASISHT  
Digitally signed  
by SHOBHIT  
VASISHT  
Date: 2025.05.29  
11:47:54 +05'30'

**CS SHOBHIT VASISHT**

**UDIN:** F011517G000481791

**PR No:** 2355/2022

**FCS No:** 11517

**C P No:** 21476

**Date :** May 29, 2025

**Place:** Faridabad

Note: This report is to be read with the letter of even date which is annexed as Annexure A and forms an integral part of this report.

**Annexure-A**

To,  
The Members,  
**IRCON VADODARA KIM EXPRESSWAY LIMITED**  
CIN: U74999DL2018GOI334028  
C-4, District Centre, Saket, South Delhi, Delhi-110017, India

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, i followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR VASISHT & ASSOCIATES;**

(Company Secretaries)

SHOBHIT

VASISHT

CS SHOBHIT VASISHT

UDIN: F011517G000481791

PR No: 2355/2022

FCS No: 11517

C P No: 21476

**Date :** May 29, 2025

**Place:** Faridabad



**A J MOHAN & ASSOCIATES**  
CHARTERED ACCOUNTANTS

Head Office: 25, Babar Road, New Delhi - 110001



ajmohan@ajmohan.com  
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+91-9795959511 | +91-8447364625  
+91-11-43051855



## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IRCON VADODARA KIM EXPRESSWAY LIMITED

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone Ind AS financial statements of **IRCON VADODARA KIM EXPRESSWAY LIMITED** (the "Company"), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone Ind AS financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as "Standalone Ind As financial statements")..

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards('Ind As') prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 , and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Ind AS financial statements 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.





**A J MOHAN & ASSOCIATES**

CHARTERED ACCOUNTANTS

Head Office: 25, Babar Road, New Delhi - 110001

ajmohan@ajmohan.com  
ca\_abhijitmohan@outlook.com  
+91-9795959511 | +91-8447364625  
+91-11-43051855

**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF IRCON VADODARA KIM EXPRESSWAY LIMITED**

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the accompanying Standalone Ind AS financial statements of **IRCON VADODARA KIM EXPRESSWAY LIMITED** (the "Company"), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone Ind AS financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as "Standalone Ind As financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind As') prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Ind AS financial statements 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.





**Key Audit Matters**

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

We have determined that there are no Key Audit Matters to communicate in our report.

**Information Other than the Financial Statements and Auditor's Report thereon**

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

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

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

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The accompanying standalone Ind AS financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting



records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



2. As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), and the Cash Flow Statement and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. Being a government company, provision of section 164(2) of the Act are not applicable pursuant to the notification No. G.S.R.463(E) dated 5th June 2015, issued by the Central Government of India.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - g. Being a government company, provision of section 197 of the Act are not applicable vide notification no. GSR 463 (E) dated 5th June 2015, issued by the Central Government of India.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would have a material impact on its financial position.
    - ii. Based on the assessment made by the Company, there are no material foreseeable losses on long-term contracts that may require any provisioning. The Company did not have any derivative contracts for which there were any material foreseeable losses.





- iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not proposed, declared or paid any final or interim dividend during the period and until the date of this report, therefore, the reporting under clause is not applicable.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and



Auditors) Rules, 2014 for record retention.

3. As required by Section 143(5) of the Act and as per directions issued by Comptroller and Auditor General of India, we report that:

S. No	Directions	Auditor's Replies
1.	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the Integrity of the accounts along with the financial implications, if any, may be stated.	The Company has SAP system to process all the accounting transactions and used for preparation of the financial accounts. Based on the audit procedures carried out and as per the information and explanations given to us, there is no accounting transaction processed outside IT System for which no financial implication. were observed.
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a government company, then this direction is also applicable for statutory auditor of lender company).	No, Company is having no case of restructuring of an existing loan or cases of waiver/write off of debts/loans/interest etc. made by a lender to the company due to the company's inability to repay the loan.
3.	Whether funds (grants/subsidy etc.) received/receivable for specific schemes from Central/State Government or its agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation	According to the information and explanation given to us and as per our examination of records, no funds have been received/receivable for any specific scheme from Central/State Government or its agencies during the financial year 2024-25.

Place: New Delhi  
Date: 29.04.2025

For A J Mohan & Associates  
Chartered Accountants  
FRN: 002468N

*Hasan Jawaid*

Hasan Jawaid  
(Partner)

Membership No: 468230  
UDIN - 25468230BMHCKV9262



## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of IRCON VADODARA KIM EXPRESSWAY LIMITED of even date)**

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

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and intangible assets.  
(b) The Property, Plant and Equipment were physically verified by the management during the year. There is a regular program of verification, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. No material discrepancies were noticed on such verification.  
(c) During the year no assets has been revalued by the Company, hence reporting under clause 3 (i) d of the Order is not applicable to the Company.  
(d) The Company does not have any immovable properties during the year, hence reporting under clause 3 (i) (c), and 3 (i) (e) of the Order is not applicable to the company.
- II. (a) The Company does not have any inventory, hence reporting under clause 3 (ii) (a) of the Order is not applicable to the company.  
(b) The Company has not been sanctioned any working capital limits, in excess of Rs 5 Crores, in aggregate at any point of time during the year, from banks or financial institutions on the basis of security of current assets, hence reporting under clause 3(ii)(b) of the Order is not applicable.
- III. The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships, and any other parties, during the year, hence reporting under clause 3(iii) (a), (b), (c), (d) and ( e) of the Order is not applicable to the Company.
- IV. The Company has not granted loan, made investment, and provided guarantee and security, hence clause 3(iv) of the Order is not applicable to the Company.
- V. The Company has not accepted any deposit or amounts which are deemed to be deposits, hence reporting under clause 3(v) of the Order is not applicable.
- VI. The Company has maintained cost records specified by the Central Govt. under the provisions of section 148(1) of the Companies Act, 2013. However, we are neither



required to carry out, nor have carried out any detailed examination of such accounts and records.

**VII. In respect of statutory dues:**

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues applicable with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, and as per examination of records of the Company, there is no amount payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess, which have not been deposited as on March 31, 2025 on account of any dispute.

**VIII.** According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961(43 of 1961) which have not been previously recorded in the books of accounts.

**IX.** A) In respect of loans and borrowings taken by the Company, based on our review of accounts and as per information provided, the Company has not defaulted in payment of loans or other borrowing or in the payment of interest thereon during the year under audit.

B) The Company has not been declared willful defaulter by any bank or financial institution or any other lender.

C) Term loans received by the Company were applied for the purpose for which the loans were obtained.

D) On an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.

E) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its Associates.

F) The Company has not raised any loans during the year on the pledge of securities held in associates, hence reporting under clause 3(ix)(f) of the Order is not applicable.





- X.** A) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the period and hence reporting under clause 3(x) (a) of the Order is not applicable.
- B) During the period, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally), hence reporting under clause 3(x)(b) of the Order is not applicable.
- XI.** (a) According to information and explanation given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the Auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) No whistle blower complaints received by the Company during the year (and upto the date of this report),
- XII.** The Company is not a Nidhi Company, hence reporting under clause (xii) of the Order is not applicable.
- XIII.** In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV.** (a) In our opinion and based on our examination the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date.
- XV.** According to the information and explanation given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors, hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- XVI.** (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, hence reporting under clause 3(xvi) (a) and (b) of the Order is not applicable.
- (b) According to the information provided and explanation given in our opinion, the Company is not engaged in the business which attracts the requirement of registration of the Company as Core Investment Company and further, there is no Core Investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016), hence reporting under clause 3(xvi) (c) and (d) of the Order are not applicable



**XVII.** The Company has not incurred cash losses during the year covered by our audit and in the immediately preceding financial year.

**XVIII.** There has been no resignation of the statutory auditors of the Company during the year.

**XIX.** On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**XX.** (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects for requiring a transfer to a fund specified in schedule VII to the Companies Act in compliance with second proviso to sub section (5) of section 135 of the said Act. Accordingly reporting under clause 3(xx)a of the order is not applicable for the year.

(b) In respect of ongoing projects, the Company had an unspent amount pursuant to sub-section (5) of section 135 of the Companies Act, 2013. The said unspent amount has been transferred to a special account in compliance with the provisions of sub-section (6) of section 135 of the said Act within the prescribed time limit.

**XXI.** The Company is not required to prepare the consolidated financial statements, hence reporting under clause (xxi) of the Order is not applicable.

Place: New Delhi  
Date: 29.04.2025

For A J Mohan & Associates  
Chartered Accountants  
FRN: 002468N



Hasan Jawaid  
(Partner)

Membership No: 468230  
UDIN - 25468230BMHCKV9262



**Annexure B” to the Independent Auditors’ Report of even date on the Ind AS Financial Statements of Ircon Vadodara Kim Expressway Limited for the period ended 31<sup>st</sup> March, 2025**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to financial statements of **Ircon Vadodara Kim Expressway Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended 31<sup>st</sup> March 2025.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial with reference to financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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





### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (i) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (iii) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, "based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Place: New Delhi  
Date: 29.04.2025

For A J Mohan & Associates  
Chartered Accountants  
FRN: 002468N



Hasan Jawaid  
(Partner)

Membership No: 468230  
UDIN - 25468230BMHCKV9262



**IRCON VADODARA KIM EXPRESSWAY LIMITED**  
CIN - U74999DL2018GO1334028  
BALANCE SHEET AS AT 31st MARCH 2025

(Rs in Lakh)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
<b>I. ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	2.48	0.04
(b) Capital Work-in-Progress		-	-
(c) Investment Property		-	-
(d) Intangible Assets		-	-
(e) Intangible Assets under Development		-	-
(f) Right-of-use Assets		-	-
(g) Financial Assets	4	-	-
(i) Investments		-	-
(ii) Loans	4.1	-	-
(iii) Others	4.2	76,368.05	80,753.16
(h) Deferred Tax Assets (Net)	5	3.86	5.21
(i) Other Non-Current Assets	6	-	0.35
<b>Total Non-Current Assets</b>		<b>76,374.39</b>	<b>80,758.76</b>
<b>2 Current Assets</b>			
(a) Inventories		-	-
(b) Financial Assets	7	-	-
(i) Investments		-	-
(ii) Trade Receivables	7.1	-	1,237.60
(iii) Cash and Cash Equivalents	7.2	1,074.15	1,258.12
(iv) Other Bank Balances	7.3	5,144.00	3,121.00
(v) Loans	7.4	-	-
(vi) Others	7.5	9,089.67	12,120.74
(c) Current Tax Assets (Net)	8	117.81	80.53
(d) Other Current Assets	9	2,773.93	5,701.27
(e) Assets held for Sale		-	-
<b>Total Current Assets</b>		<b>18,199.56</b>	<b>23,519.26</b>
<b>Total Assets</b>		<b>94,573.95</b>	<b>1,04,278.02</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share Capital	10	1,000.00	1,000.00
(b) Other Equity	11	37,274.72	32,632.49
<b>Total Equity</b>		<b>38,274.72</b>	<b>33,632.49</b>
<b>2 Liabilities</b>			
<b>(i) Non-Current Liabilities</b>			
(a) Financial Liabilities	12		
(i) Borrowings	12.1	48,276.00	62,068.00
(ii) Trade Payables		-	-
- Total Outstanding Dues of Micro Enterprises and Small Enterprises		-	-
- Total Outstanding Dues of Creditors Other than of Micro Enterprises and Small Enterprises		-	-
(iii) Other Financial Liabilities	12.2	-	901.83
(b) Provisions		-	-
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non-Current Liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>48,276.00</b>	<b>62,969.83</b>
<b>(ii) Current Liabilities</b>			
(a) Financial Liabilities	13		
(i) Borrowings	13.1	6,896.00	6,896.00
(ii) Trade Payables	13.2	-	-
- Total Outstanding Dues of Micro Enterprises and Small Enterprises		-	-
- Total Outstanding Dues of Creditors Other than of Micro Enterprises and Small Enterprises		135.18	488.45
(iii) Other Financial Liabilities	13.3	906.62	242.38
(b) Other Current Liabilities	14	85.43	48.87
(c) Provisions		-	-
(d) Current Tax Liability (Net)		-	-
<b>Total Current Liabilities</b>		<b>8,023.23</b>	<b>7,675.70</b>
<b>Total Equity and Liabilities</b>		<b>94,573.95</b>	<b>1,04,278.02</b>
<b>III. Summary of Material Accounting Policies</b>	2		
<b>IV. Notes forming part of Financial Statements</b>	1 - 41		

As per our Report of even date attached

For A J Mohan & Associates  
Chartered Accountants  
FRN : 002468N

CA Hasan Jawaid  
Partner  
M. No. 468230  
UDIN: 25468230BMHCKV9262

Place : New Delhi  
Date : 29.04.2025

For and on behalf of Board of Directors  
Ircan Vadodara Kim Expressway Limited

Santanu Mukherjee  
Director  
DIN - 10895834

Masood Ahmad  
Director  
DIN - 09808553

Deepak Kumar Garg  
CEO

Raj Kumar  
CFO



IRCON VADODARA KIM EXPRESSWAY LIMITED  
CIN - U74999DL2018GOI334028  
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025

(Rs in Lakh)

	Particulars	Note No.	For the year ended 31st March 2025	For the year ended 31st March 2024
I.	Revenue :			
	Revenue from operations	15	13,458.48	16,828.87
II.	Other income	16	309.99	42.34
III.	<b>Total Income (I + II)</b>		<b>13,768.47</b>	<b>16,871.21</b>
IV.	Expenses:			
	Project Expenses	17	1,934.04	4,018.30
	Other Expenses	17	118.29	75.27
	Employee Benefits Expenses	18	111.22	105.78
	Finance Costs	19	5,361.52	6,216.41
	Depreciation, Amortisation and Impairment	20	0.58	-
	<b>Total Expenses (IV)</b>		<b>7,525.65</b>	<b>10,415.76</b>
V.	<b>Profit Before exceptional items and Tax (III - IV)</b>		<b>6,242.82</b>	<b>6,455.45</b>
VI.	Exceptional items		-	-
VII.	Profit before tax (V + VI)		6,242.82	6,455.45
VIII.	Tax expenses:			
	(1) Current tax			
	- For the Period		1,599.23	1,641.75
	- For earlier years (net)		0.01	0.21
	(2) Deferred tax (net)		1.35	1.68
	Total Tax Expense		1,600.59	1,643.64
IX.	<b>Profit for the year from continuing operation (VII - VIII)</b>		<b>4,642.23</b>	<b>4,811.81</b>
X.	<u>Other Comprehensive Income</u>			
	A. (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss		-	-
	B. (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income Tax relating to Items that will be reclassified to profit or loss		-	-
			-	-
			-	-
XI.	<b>Total Comprehensive Income for the year (IX + X) (Comprising profit/(loss) and other comprehensive income for the year, net of tax)</b>		<b>4,642.23</b>	<b>4,811.81</b>
XII.	Earnings Per Equity Share: (For Continuing Operation)			
	(1) Basic	30	46.42	48.12
	(2) Diluted		46.42	48.12
	Face Value Per Equity Share		10.00	10.00
XIII.	Summary of Material Accounting Policies	2		
XIV.	Notes forming part of financial statements	1 - 41		

As per our Report of even date attached

For A J Mohan & Associates  
Chartered Accountants  
FRN : 002468N

CA Hasan Jawaid  
Partner  
M. No. 468230  
UDIN : 25468230BMHCKV9262



For and on behalf of Board of Directors  
Ircan Vadodara Kim Expressway Limited

Santanu Mukherjee  
Director  
DIN - 10895834

Deepak Kumar Garg  
CEO

Masood Ahmad  
Director  
DIN - 09008553

Raj Kumar  
CFO



Place : New Delhi  
Date : 29.04.2025

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025

A. Equity Share Capital

For the year ended 31st March 2025		(Rs in Lakh)
Particulars	Amount	
Balance as at 01 April, 2024	1,000	
Changes in Equity Share Capital due to prior period errors	-	
Restated balance at the 1 April, 2024	1,000	
Changes in equity share capital during the year	-	
Balance as at 31 March 2025	1,000	

For the year ended 31st March 2024		(Rs in Lakh)
Particulars	Amount	
Balance as at 01 April, 2023	1,000	
Changes in Equity Share Capital due to prior period errors	-	
Restated balance at 01 April, 2023	1,000	
Changes in equity share capital during the year	-	
Balance as at 31 March, 2024	1,000	

B. Other Equity

For the year ended 31st March 2025					(Rs in Lakh)
Particulars	Reserves & Surplus			Other Comprehensive Income	Total
	General Reserves	Retained Earnings	Other Reserves (Deemed Equity)	Exchange differences on translating the financial statement of a foreign operation	
Balance as at 1 April, 2024	-	13,058.49	19,574.00	-	32,632.49
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as at 1 April 2024	-	13,058.49	19,574.00	-	32,632.49
Profit for the year	-	4,642.23	-	-	4,642.23
Addition during the year	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-
Remeasurment of Defined Benefit Plans	-	-	-	-	-
Foreign Exchange translation difference	-	-	-	-	-
Total Comprehensive Income for the period	-	4,642.23	-	-	4,642.23
Dividends Paid	-	-	-	-	-
Dividend Distribution Tax	-	-	-	-	-
Balance as at 31 March 2025	-	17,700.72	19,574.00	-	37,274.72

For the year ended 31st March, 2024					(Rs in Lakh)
Particulars	Reserves & Surplus			Other Comprehensive Income	Total
	General Reserves	Retained Earnings	Other Reserves (Deemed Equity)	Exchange differences on translating the financial statement of a foreign operation	
Balance as at 1 April, 2023	-	8,246.68	19,574.00	-	27,820.68
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as at 1 April 2023	-	8,246.68	19,574.00	-	27,820.68
Profit for the year	-	4,811.81	-	-	4,811.81
Addition during the year	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-
Remeasurment of Defined Benefit Plans	-	-	-	-	-
Foreign Exchange translation difference	-	-	-	-	-
Total Comprehensive Income for the period	-	4,811.81	-	-	4,811.81
Dividends Paid	-	-	-	-	-
Dividend Distribution Tax	-	-	-	-	-
Balance as at 31 March, 2024	-	13,058.49	19,574.00	-	32,632.49

As per our Report of even date attached

For A J Mohan & Associates  
Chartered Accountants  
FRN : 002468N

CA Hasan Jawaid  
Partner  
M. No. 468230

For and on behalf of Board of Directors  
Ircan Vadodara Kim Expressway Limited

Santanu Mukherjee  
Director  
DIN - 10895834

Masood Ahmad  
Director  
DIN - 09008553

Deepak Kumar Garg  
CEO

Raj Kumar  
CFO

Place : New Delhi  
Date : 29.04.2025



IRCON VADODARA KIM EXPRESSWAY LIMITED  
CIN - U74999DL2018GOI334028  
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2025

(Rs in Lakh)			
Particulars		For the year ended 31st March 2025	For the year ended 31st March 2024
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before taxation		6,242.82	6,455.45
Adjustment for :			
Depreciation, amortization and impairment		0.58	-
Loss on sale of assets (net)		-	-
Finance Cost		5,361.52	6,216.41
Bank Interest		(309.75)	(35.83)
Interest Income on Financial Assets		(11,375.48)	(12,529.95)
Operating Profit before Current /Non-Current Assets and Liabilities	(1)	(80.31)	106.08
Adjustment for :			
Decrease / (Increase) in Trade Receivables/ Financial Assets - Loans		1,237.60	(1,225.85)
Decrease / (Increase) in Other Assets & Financial Assets		10,291.82	2,918.25
(Decrease) / Increase in Trade Payables		(353.28)	(2,820.65)
(Decrease) / Increase in Other Liabilities, Financial Liabilities & Provisions		126.23	60.13
	(2)	11,302.37	(1,068.12)
Cash Generated From Operations	(1+2)	11,222.06	(962.04)
Income Tax Paid (Net of Refund)		(1,636.51)	(1,578.51)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	(A)	9,585.55	(2,540.55)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Sale/(Purchase) of Property, Plant and Equipment (net)		(3.02)	-
Bank Interest		259.92	28.48
Interest Income on Financial Assets		11,477.37	12,688.17
(Investment) / Maturity of Bank Deposits (having maturity of more than 3 months)		(2,023.00)	(3,121.00)
<b>NET CASH FROM INVESTING ACTIVITIES</b>	(B)	9,711.27	9,595.65
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Repayment of Loan to Ircan International Limited		(6,896.00)	-
Interest expense on Loan from Bank of Baroda		(4,944.05)	(5,352.71)
Interest expense on Loan from Ircan International Limited		(741.57)	(56.90)
Other finance cost		(3.17)	(301.84)
Repayment of Loan to Bank of Baroda		(6,896.00)	(3,448.00)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	(C)	(19,480.79)	(9,159.45)
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	(D)	-	-
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	(A+B+C+D)	(183.97)	(2,104.35)
<b>CASH AND CASH EQUIVALENTS (OPENING)</b>	(E)	-	-
Cash in Hand		-	-
Balances with banks:			
- On current accounts		165.12	3,362.47
- Flexi Accounts		-	0.00
- Deposits with original maturity of less than 3 months		1,093.00	1,258.12
<b>CASH AND CASH EQUIVALENTS (CLOSING)</b>	(F)	-	-
Cash in Hand		-	-
Balances with banks:			
- On current accounts		6.15	165.12
- Flexi Accounts		-	-
- Deposits with original maturity of less than 3 months		1,068.00	1,093.00
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	(F - E)	(183.97)	(2,104.35)

Reconciliation of liabilities arising from financing activities as on 31st March 2025

(Rs in Lakh)			
Particulars		Loan From IRCON	Loan From Bank of Baroda
Balance as at 1st April, 2024	Principal	6,896.00	62,068.00
	Interest	901.83	13.80
<b>Non Cash Changes due to</b>			
Interest accrued	Non cash	415.64	4,942.71
<b>Cash flows:</b>			
-Repayments	Principal	(6,896.00)	(6,896.00)
-Repayments	Interest	(741.57)	(4,944.05)
-Proceed	Principal	-	-
Balance as at 31st March 2025	Principal	-	55,172.00
	Interest	575.90	12.46
<b>Total</b>		575.90	55,184.46



Reconciliation of liabilities arising from financing activities as on 31st March 2024

(Rs in Lakh)			
Particulars		Loan From IRCON	Loan From Bank of Baroda
Balance as at 1st April, 2023	Principal	6,896.00	65,516.00
	Interest	395.95	14.72
Non Cash Changes due to			
Interest accrued	Non cash	562.78	5,351.79
Cash flows:			
-Repayments	Principal	-	(3,448.00)
-Repayments	Interest	(56.90)	(5,352.71)
-Proceed	Principal	-	-
Balance at 31st March 2024	Principal	6,896.00	62,068.00
	Interest	901.83	13.80
Total		7,797.83	62,081.80

Note : 1. The above Cash flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS) - 7 on Statement of Cash Flows.

2. Figures in brackets represent outflow of cash.

3. Figures of the previous year have been regrouped / recasted / restated wherever necessary.

4. Earmarked and restricted balances are mentioned in Note 7.2.

As per our Report of even date attached

For A J Mohan & Associates  
Chartered Accountants  
FRN : 002468N

CA Hasan Javed  
Partner  
M. No. 468230



For and on behalf of Board of Directors  
Ircon Vadodara Kim Expressway Limited

Santanu Mukherjee  
Director  
DIN - 10895834

Deepak Kumar Garg  
CEO

Masood Ahmad  
Director  
DIN - 09008553

Raj Kumar  
CFO



Place : New Delhi  
Date : 29.04.2025

**Ircon Vadodara Kim Expressway Limited**  
**Notes to financial statements for the year ended March 31, 2025**

**1. Corporate Information**

Ircon Vadodara Kim Expressway Limited (IrconVKEL) is a wholly owned subsidiary of Ircon International Limited (IRCON), public sector construction company domiciled in India. IrconVKEL (CIN U74999DL2018GOI334028) is incorporated under the provisions of the Companies Act, 2013 applicable in India. The registered office of the company is located at C-4, District Centre, Saket, New Delhi-110017. In pursuant to the provisions of "Request for Proposal", the selected bidder 'IRCON' has formed a Special Purpose Vehicle (SPV) named Ircon Vadodara Kim Expressway Limited as wholly owned subsidiary of IRCON, incorporated on 16th May, 2018. Accordingly, IrconVKEL has signed the Concession Agreement with NHAI on 25th May, 2018 for the project value amounting to Rs 1865 Crore (i.e Bid Project Cost). 40% of the Bid Project cost, adjusted for Price Index Multiple, shall and due and payable to the Concessionaire(IrconVKEL) in 5 equal installments of 8% each during the construction period . The remaining Bid Project cost, adjusted for Price Index Multiple, shall be due and payable in 30 biannual installments commencing from the 180th day of COD in accordance with the Provisions of clause 23.6 of the agreement which is Annuity payments during Operation Period. The Project is under Annuity pattern and will be under operation with the IrconVKEL for 15 years from the Commercial Operational Date (COD). The payments of the same, under Annuity model will be payable at the achievement of specific milestone as per the agreement. The Concession period is 730 days commencing from Appointed Date i.e. 31.01.2019 as notified by NHAI. NHAI has issued the Provisional Completion Certificate w.e.f. 25.08.2022 and subsequent to achievement of PCOD, Operation & Maintenance phase of the Project has been commenced w.e.f 26.08.2022. NHAI vide letter dated 13.06.2024 has issued the Completion Certificate w.e.f. 09.01.2024.

The financial statements are approved for issue by the company's Board of Directors in their meeting held on 29.04.2025.

**2. Material accounting policies**

**2.1. Basis of preparation of Financial Statements**

**i. Statement of compliance**

The Standalone Financial Statements of the Company have been prepared on going concern basis following accrual system of accounting and in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

**ii. Basis of measurement**

The Standalone Financial Statements have been prepared under the historical cost convention except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value.

**iii. Functional and Presentation Currency**

These Standalone Financial Statements are presented in Indian Rupees (INR) which is the Company's functional currency. All amounts have been rounded to the nearest Lakhs up to two decimals except for per share data, unless otherwise stated.



**Ircon Vadodara Kim Expressway Limited**  
**Notes to financial statements for the year ended March 31, 2025**

**2.2. Summary of material accounting policies**

A summary of the material accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

**2.2.1. Current and non-current classification**

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has determined twelve months as its operating cycle for the purpose of classification of its assets and liabilities as current and non-current in the balance sheet.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**2.2.2. Property, plant and equipment**

Property, plant and equipment are initially stated at their cost.

The cost of an item of property, plant and equipment includes:

(a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates;

(b) Cost directly attributable to the acquisition of the asset which incurred in bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Property, plant and equipment are subsequently measured at cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Depreciation on property, plant and equipment is provided on straight line basis over the estimated useful lives of the assets as specified under part C of schedule II of the Companies Act, 2013 and disclosed in the notes to accounts. The residual values is not more than 5% of the original cost of assets.

Property plant and equipment acquired during the period, individually costing up to ₹5000/- are fully depreciated, by keeping Re. 1 as token value for identification. However, Mobile phones provided to employees are charged to statement of profit and loss irrespective of its value.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

**2.2.3. Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset.





**Ircon Vadodara Kim Expressway Limited**  
**Notes to financial statements for the year ended March 31, 2025**

**2.2.4. Revenue Recognition**

The Company derives revenues primarily from the Service Concession Arrangement comprising the construction and operation & maintenance services pertaining to an infrastructure (Road) on Hybrid Annuity Mode.

**i. Revenue from Service Concession Arrangement**

The Company's contracts with the Customers for the construction and operation & maintenance services under the Service Concession Arrangement (SCA) are accounted for as a single performance obligation as contract is negotiated as a package with a single commercial objective and involves complex integration of construction and maintenance services.

Revenue is recognised over the time using input method (i.e., percentage-of-completion method) which is consistent with the transfer of control to the customer because there is a direct relationship between the Company's effort (i.e., cost incurred) and the transfer of service to the customer. Under input method, contract revenue is recognized as revenue by reference to the stage of completion as at the reporting date. The stage of completion is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation. However, where the Company is not be able to reasonably measure the outcome of a performance obligation, but the Company expects to recover the costs incurred in satisfying the performance obligation, the Company recognises revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation. A cumulative catch-up adjustment would be recognized in the period in which the entity is able to reasonably measure its progress. Changes to total estimated contract costs, if any, are recognised in the period in which they are determined as assessed at the contract level.

Any expected losses on contracts in progress are charged to statement to profit & Loss, in total, in the period the losses are identified.

Revenue is measured at the transaction price that is allocated to the performance obligation and is adjusted for variable considerations. Variability in the transaction price arises primarily due to liquidated damages, price variation clauses, incentives, change in law etc. The Company recognizes revenue for variable consideration when it is probable that a significant reversal in the amount cumulative revenue recognized will not occur. The company estimates the amount of revenue to be recognized on variable consideration using most likely amount method. Consequently, amounts allocated to a satisfied performance obligation are recognised as revenue, or as a reduction of revenue, in the period in which the transaction price changes.

**Contract balances**

**Contract assets**

If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing component since it is usually intended to provide customer with a form of security for Company's remaining performance as specified under the contract, which is consistent with the industry practice.



**Ircon Vadodara Kim Expressway Limited**  
**Notes to financial statements for the year ended March 31, 2025**

**Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Trade receivable are recognised initially at the transaction price as they do not contain significant financing components. The Company hold the trade receivable with the objective of collecting the contractual cash flows and therefore measure them subsequently at amortised cost using the effective interest rate method less loss allowance.

**Contract liabilities**

If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

**Financial Assets Under Service Concession Arrangements (Appendix C to Ind AS 115 – Revenue from Contracts with Customers)**

The Company recognise a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor ("NHAI") for the construction services and Operation & Maintenance services. Such financial assets are initially measured at fair value and subsequently at amortized cost using the Effective Interest Rate (EIR) method and interest income on financial assets is presented under other operating revenue.

**ii. Other income**

Interest income is recognized using Effective Interest rate method.

All other income is accounted on accrual basis when no significant uncertainty exists regarding the amount that will be received.

**2.2.5. Borrowing cost**

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds and are charged to statement of profit and loss in the period in which they are incurred except when it meets the criteria for capitalisation as part of qualifying assets as per Ind AS 23.

**2.2.6. Taxes**

Tax expense comprises current tax and deferred income tax.

**i. Current income Tax**

Current tax is determined as the tax payable in respect of taxable income for the period and is computed in accordance with relevant tax regulations.

Current income tax is recognized in statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.



**Ircon Vadodara Kim Expressway Limited**  
**Notes to financial statements for the year ended March 31, 2025**

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

**ii. Deferred Tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

**2.2.7. Employee Benefits**

**i. Short Term Employee Benefits**

Employee benefits such as salaries and wages, short term compensated absences, and Performance Related Pay (PRP) falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and undiscounted amount of such benefits are expensed in the statement of profit and loss in the period in which the employee renders the related services.

**ii. Post-employment benefits & other Long Term Employee Benefits**

The employees of the Company are on deputation from Ircon International Limited, Holding Company. The post employee benefits & other long term employee benefits includes gratuity, provident fund, post- retirement medical facility, pension, leave encashment and leave travel concession.

As per arrangement with the Ircon International Limited, Holding Company, the cost in relation to post employee & other long term Employee Benefits will be reimbursed to the holding Company on the basis of fixed contribution based on basic pay and dearness allowance for the period of services rendered in the Company.

The companies liability with respect to the long term employee benefit is limited to the extent of fixed contribution to be paid to the holding company. Actual settlement of the long term employee liability will be the responsibility of holding company.

The Contractual employees of the Company are not eligible for post employee benefits & other long term employee benefits.

**2.2.8. Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes unrestricted cash and short-term deposits with original maturities of three months and less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.





**Ircon Vadodara Kim Expressway Limited**  
**Notes to financial statements for the year ended March 31, 2025**

**2.2.9. Contingent liabilities & contingent assets**

**Contingent liabilities**

Contingent liabilities are disclosed when there is a possible obligation or present obligations that may but probably will not, require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**Contingent assets**

Contingent assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

**2.2.10. Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

**Company as a lessee**

**Short Term leases**

The company has elected not to recognise ROU and lease liabilities for short term leases that have a lease term of twelve months or less. The company recognises lease payments associated with these leases as an expense on a straight-line basis over the lease term.

**2.2.11. Financial instruments**

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

**i. Financial assets**

**a) Initial recognition and measurement**

All financial assets (excluding trade receivables which do not contain a significant financing component, being measured at transaction price) are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of financial asset. Transaction costs directly attributable to the acquisition of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

**b) Subsequent measurement**

Subsequent measurement of financial asset depends on the Company business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its financial asset as:

**Financial assets at amortised cost**

After initial measurement, the financial assets that are held for collection of contractual cash flows



**Ircon Vadodara Kim Expressway Limited**  
**Notes to financial statements for the year ended March 31, 2025**

where those cash flow represent solely payments of principal and interest (SPPI) on the principal amount outstanding are measured at amortised cost using the effective interest rate (EIR) method. Interest income from these financial assets is included in other income.

**Impairment of financial assets**

The Company applies the expected credit loss (ECL) model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, and other contractual rights to receive cash or other financial asset.

For trade receivables and contract assets, the Company follows 'simplified approach' and measures the loss allowance at an amount equal to lifetime expected credit losses.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

**c) Derecognition of financial assets**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset, and the transfer qualifies for derecognition under Ind AS 109.

The difference between the carrying amount and the amount of consideration received / receivable is recognised in the statement of profit and loss.

**ii. Financial liabilities**

**a) Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of borrowings, net of directly attributable transaction costs.

The Company's financial liabilities include borrowings, trade and other payables and other financial liabilities.

**b) Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at amortized cost**

After initial recognition, borrowings, trade payables and other financial liabilities are subsequently measured at amortised cost using the EIR (Effective Interest Rate) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

**c) Derecognition of financial liabilities**

A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**2.2.12. Fair value measurement**



**Ircon Vadodara Kim Expressway Limited**  
**Notes to financial statements for the year ended March 31, 2025**

The company measures financial instruments at fair value at each reporting period.

All assets and liabilities for which fair value is measured, are disclosed in the financial statements. Such assets and liabilities are categorised within the level 3 (Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable) of fair value hierarchy.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

### **2.2.13. Earnings Per Share**

In determining basic earnings per share, the company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

### **2.2.14. Prior Period Adjustment**

Errors/omissions discovered in the current year relating to prior periods are treated as immaterial and adjusted during the current year, if all such errors and omissions in aggregate does not exceed 0.50% of total operating revenue as per last audited financial statement of the Company.

### **2.2.15. Significant accounting estimates and judgements**

The preparation of Standalone Financial Statements requires the management to make judgements, accounting estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Significant areas of estimation and judgements as stated in the respective accounting policies that have the most significant effect on the financial statements are as follows:

#### **i. Allowances for uncollected trade receivables**

Trade receivables do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amount are based on ageing of the receivable's balances and historical experiences. Individual trade receivables are written off when management deems not be collectible.

#### **ii. Contingencies**



**Ircon Vadodara Kim Expressway Limited**  
**Notes to financial statements for the year ended March 31, 2025**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the company. There are certain obligations which managements have concluded based on all available facts and circumstances are not probable of payment or difficult to quantify reliably and such obligations are treated as contingent liabilities and disclosed in notes. Although there can be no assurance of the final outcome of legal proceedings in which the company is involved, it is not expected that such contingencies will have material effect on its financial position of probability.

**iii. Impairment of financial assets**

The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, credit risk, existing market conditions as well as forward looking estimates at the end of each reporting period.

**iv. Taxes**

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the nature of business differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments that will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. The company establishes provisions, based on reasonable estimates.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**v. Impairment of non-financial assets**

The entity assesses at each reporting date whether there is an indication that an asset may be impaired. Determining the recoverable amount of the assets is judgmental and involves the use of significant estimates and assumptions. The estimates are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and do not reflect unanticipated events and circumstances that may occur.

**vi. Revenue recognition**

The company's revenue recognition policy, which is set out in Note 2.2.4, is central to how the company values the work it has carried out in each financial year.

These policies require forecasts to be made of the outcomes of Contracts, which require, assessments and judgements to be made on changes in scope of work and claims and variations.

The Company has incorporated significant judgements over contractual entitlements for long term project. The range of potential outcomes could result in a materially positive or negative change to underlying profitability and cash flow.

Estimates are also required with respect to the below mentioned aspects of the contract:

- Determination of stage of completion



**Ircon Vadodara Kim Expressway Limited**  
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- Estimation of project completion date
- Provisions for foreseeable losses
- Estimated total revenues and estimated total costs to completion, including claims and variations.

These are reviewed at each reporting date and adjust to reflect the current best estimates.





**IRCON VADODARA KIM EXPRESSWAY LIMITED**
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**Notes forming part of the financial statements for the year ended 31st March 2025**
**3 Property, Plant and Equipment**
**(Rs in Lakh)**

	Computers	Office Equipment	Furniture & Fixtures	Total
<b>Gross Carrying Amount (At Cost)</b>				
At 1 April 2023	0.74	-	-	0.74
Additions	-	-	-	-
Disposals/Adjustments	-	-	-	-
At 31 March 2024	0.74	-	-	0.74
At 1 April 2024	0.74	-	-	0.74
Additions	2.31	1.55	0.14	4.00
Disposals/Adjustments	(0.70)	(0.39)	(0.14)	(1.23)
At 31 March 2025	2.35	1.16	-	3.51
<b>Depreciation and impairment</b>				
At 1 April 2023	0.70	-	-	0.70
Depreciation charge for the year	-	-	-	-
Disposals/Adjustments	-	-	-	-
At 31 March 2024	0.70	-	-	0.70
At 1 April 2024	0.70	-	-	0.70
Depreciation charge for the year	0.26	0.18	0.14	0.58
Disposals/Adjustments	(0.03)	(0.08)	(0.14)	(0.25)
At 31 March 2025	0.93	0.10	-	1.03
<b>Net book value</b>				
At 31st March 2025	1.42	1.06	0.00	2.48
At 31st March 2024	0.04	0.00	0.00	0.04

**PPE Disclosure**

Depreciation is provided based on useful life.

Estimated useful life of assets are as follows:

Class of Assets	Useful lives as per Schedule II (in Years)
Computers	3
Office Equipments	5
Furnitures & Fixtures	10



**IRCON VADODARA KIM EXPRESSWAY LIMITED**
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**Notes forming part of the financial statements for the year ended 31st March 2025**
**4 Financial Assets**
**4.1 Non-Current Financial Assets - Loans**
**(Rs in Lakh)**

Particulars	As at 31st March 2025	As at 31st March 2024
<b><u>A. Considered Good : Secured</u></b>		
Staff Loans and Advances	-	-
<b>Total (A) - Considered Good : Secured</b>	-	-
<b><u>B. Considered Good : Unsecured</u></b>		
Staff Loans & Advances	-	-
<b>Total (B) - Considered Good : Unsecured (i+ii)</b>	-	-
<b><u>C. Significant Increase in Credit Risk</u></b>	-	-
<b><u>D. Credit Impaired</u></b>	-	-
<b>Total</b>	-	-

**4.2 Non-Current Assets - Other Financial Assets**
**(Rs in Lakh)**

Particulars	As at 31st March 2025	As at 31st March 2024
<b><u>Considered Good : Unsecured</u></b>		
Security deposit with MGVCL	39.90	39.90
Contract Asset :		
- Billable Revenue / Receivable not due	76,328.15	80,713.26
<b>Total</b>	<b>76,368.05</b>	<b>80,753.16</b>





**IRCON VADODARA KIM EXPRESSWAY LIMITED**
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**Notes forming part of the financial statements for the year ended 31st March 2025**
**5 Deferred Tax Assets and Income Tax**

Disclosure pursuant to Ind AS 12 "Income Taxes"

(a) The major components of income tax expense for the period ended 31 March 2025 and 31 March 2024 respectively are :

		(Rs in Lakh)	
S.No.	Particulars	For the period ended	
		31st March 2025	31st March 2024
1	<b>Profit and Loss Section</b>		
	Current income tax :		
	Current income tax charge	1,599.23	1,641.75
	Adjustment in respect of current tax of previous year	0.01	0.21
	<b>Deferred tax :</b>		
	Relating to origination and reversal of temporary differences	1.35	1.68
	<b>Income tax expense reported in the Profit and Loss section</b>	<b>1,600.59</b>	<b>1,643.64</b>
2	<b>Other Comprehensive Income (OCI) Section</b>		
	Income tax related to items recognised in OCI during the year:		
	Net loss/(gain) on remeasurements of defined benefit plans	-	-
	Net loss/(gain) on foreign operation translation	-	-
	<b>Income tax expense reported in the OCI section</b>	<b>-</b>	<b>-</b>

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2025 and 31 March 2024 :

		(Rs in Lakh)	
S.No.	Particulars	For the period ended	
		31st March 2025	31st March 2024
1	Accounting profit before income tax	6,242.82	6,455.45
2	Corporate tax rate as per Income tax Act, 1961	25.168%	25.168%
3	Tax on Accounting profit (3) = (1) * (2)	1,571.19	1,624.71
4	Effect of Tax Adjustments:		
(i)	Adjustments in respect of current income tax of previous years	0.01	0.21
(ii)	Utilisation of previously unrecognised tax losses	-	-
(iii)	Impact of Rate Difference	-	-
(iv)	Tax on Income exempt from tax	-	-
(v)	Non-deductible expenses for tax purposes:		
	- Other country additional tax	-	-
	- Other non-deductible expenses	-	-
(vi)	Tax effect of various other items	29.39	18.72
5	<b>Income tax expense reported in the Statement of Profit and Loss</b>	<b>1,600.59</b>	<b>1,643.64</b>
6	<b>Effective Tax Rate</b>	<b>25.64%</b>	<b>25.46%</b>

(c) Components of deferred tax (assets) and liabilities recognised in the Balance Sheet and Statement of Profit or Loss

		(Rs in Lakh)			
S.No.	Particulars	Balance sheet		Statement of profit or loss	
		31st March 2025	31st March 2024	31st March 2025	31st March 2024
1	Property, Plant & Equipment (including intangible): Difference in book depreciation and income tax depreciation	0.03	0.05	0.02	0.03
2	Impact of Preliminary Expenses	-	-	-	-
3	Items disallowed u/s 43B of Income Tax Act, 1961	3.83	5.16	1.33	1.65
4	Impact of expenditure charged to the statement of profit and loss in the current year and earlier years but allowable for tax purposes on payment basis	-	-	-	-
5	Fair valuation of financial instruments	-	-	-	-
6	Unutilised gain/loss on FVTOCI equity securities and FVTPL Mutual funds	-	-	-	-
	<b>Net deferred tax assets/(liabilities)</b>	<b>3.86</b>	<b>5.21</b>	<b>1.35</b>	<b>1.68</b>

(d) Reflected in the balance sheet as follows:

		(Rs in Lakh)	
S.No.	Particulars	31st March 2025	31st March 2024
1	Deferred tax assets	3.86	5.21
2	Deferred tax liability	-	-
	<b>Deferred Tax Asset/(Liabilities) (Net)</b>	<b>3.86</b>	<b>5.21</b>

Note: Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing laws.

(e) Reconciliation of deferred tax (liabilities)/assets:

		(Rs in Lakh)			
As at 31st March 2025		Net balance	Recognised in	Recognised in OCI	Net balance
S.No.	Particulars	As at 1st April 2024	statement of profit and loss		As at 31st March 2025
1	Property, Plant & Equipment (including intangible): Difference in book depreciation and income tax depreciation	0.05	-0.02	-	0.03
2	Impact of Preliminary Expenses	-	-	-	-
3	Items disallowed u/s 43B of Income Tax Act, 1961	5.16	-1.33	-	3.83
4	Impact of expenditure charged to the statement of profit and loss in the current year and earlier years but allowable for tax purposes on payment basis	-	-	-	-
	<b>Net deferred tax assets/(liabilities)</b>	<b>5.21</b>	<b>-1.35</b>	<b>-</b>	<b>3.86</b>
As at 31 March 2024		Net balance	Recognised in	Recognised in OCI	Net balance
S.No.	Particulars	As at 1st April 2023	statement of profit and loss		As at 31st March 2024
1	Property, Plant & Equipment (including intangible): Difference in book depreciation and income tax depreciation	0.08	-0.03	-	0.05
2	Impact of Preliminary Expenses	-	-	-	-
3	Items disallowed u/s 43B of Income Tax Act, 1961	6.81	(1.65)	-	5.16
4	Impact of expenditure charged to the statement of profit and loss in the current year and earlier years but allowable for tax purposes on payment basis	-	-	-	-
	<b>Net deferred tax assets/(liabilities)</b>	<b>6.89</b>	<b>(1.68)</b>	<b>-</b>	<b>5.21</b>



**IRCON VADODARA KIM EXPRESSWAY LIMITED**

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Notes forming part of the financial statements for the year ended 31st March 2025

**6 Other Non-Current Assets**

Particulars	(Rs in Lakh)	
	As at 31st March 2025	As at 31st March 2024
Considered Good : Unsecured		
a) Others		
Prepaid Expenses	-	0.35
<b>Total - Others</b>	-	<b>0.35</b>



7 Current Assets - Financial Assets

7.1 Current Financial Assets - Trade Receivables

Particulars	(Rs in Lakh)	
	As at 31st March 2025	As at 31st March 2024
Considered Good : Unsecured	0.00	1,237.60
Considered Doubtful : Unsecured	-	-
Impairment Allowance (allowance for bad and doubtful debts) Unsecured, considered good	-	-
<b>Total</b>	<b>0.00</b>	<b>1,237.60</b>

Trade Receivable Ageing Schedule

Particulars	Unbilled	Not Due	Outstanding for the year ended March 31, 2025 from the due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	0.00	-	-	-	-	0.00
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – credit impaired	-	-	0.00	-	-	-	-	0.00

Particulars	Unbilled	Not Due	Outstanding for the year ended March 31, 2024 from the due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	84.71	1,141.14	-	11.75	-	1,237.60
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-



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Notes forming part of the financial statements for the year ended 31st March 2025

**7.2 Current Financial Assets - Cash and Cash equivalents**

(Rs in Lakh)

Particulars	Foot Note	As at 31st March 2025	As at 31st March 2024
Cash in hand		-	-
Cheques/drafts in hand		-	-
Remittance in Transit		-	-
Balances with banks * :			
– On current accounts		6.15	165.12
– Flexi Accounts		-	-
– Deposits with original maturity of less than 3 months		1,068.00	1,093.00
		<b>1,074.15</b>	<b>1,258.12</b>

\* Includes Rs 1,074.15 lakhs (As at 31st March 2024 Rs 1,258.12 lakhs ) held in Escrow account and Deposits which are earmarked funds as per concession agreement entered with NHAI.

**7.3 Current Financial Assets - Other Bank Balances**

(Rs in Lakh)

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Other Bank Balances *</b>		
Deposits with original maturity of more than 3 months but less than 12 months	5,144.00	3,121.00
	<b>5,144.00</b>	<b>3,121.00</b>

\* Includes Rs 5,144 lakhs (As at 31st March 2024 Rs 3,121 lakhs ) held in Deposits which are earmarked funds as per concession agreement entered with NHAI.

**7.4 Current Financial Assets - Loans**

(Rs in Lakh)

Particulars	As at 31st March 2025	As at 31st March 2024
<b><u>A. Considered Good : Secured</u></b>		
Staff Loans and Advances	-	-
<b><u>B. Considered Good : Unsecured</u></b>		
(i) Loans to Related Parties:	-	-
(ii) Others:	-	-
Staff Loans & Advances *	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

\* Details of amount due from Directors:

Particulars	As at 31st March 2025	As at 31st March 2024
Amount due from directors included in staff loans and advances	-	-
<b>Total</b>	<b>-</b>	<b>-</b>



**IRCON VADODARA KIM EXPRESSWAY LIMITED**  
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**Notes forming part of the financial statements for the year ended 31st March 2025**

**7.5 Current Assets - Other Financial Assets**

**(Rs in Lakh)**

<b>Particulars</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
<b><u>Considered Good : Unsecured</u></b>		
Contract Asset :		
- Billable Revenue / Receivable not due	6,928.20	7,129.63
- Money Withheld by Client	1,048.02	3,825.60
Interest Recoverable on Financial Assets	1,056.27	1,158.16
Interest Accrued on:		
FDR	57.18	7.35
<b>Total - Other Financial Assets - Good</b>	<b>9,089.67</b>	<b>12,120.74</b>
<b><u>Considered Doubtful : Unsecured</u></b>		
<b>Total - Other Financial Assets - Doubtful</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>9,089.67</b>	<b>12,120.74</b>





8 Current Assets - Current Tax Assets (Net)

(Rs in Lakh)

Particulars	As at 31st March 2025	As at 31st March 2024
Taxes Paid including TDS & Advance Tax (Net of Provision for Tax)	117.81	80.53
<b>Current tax Assets (Net)</b>	<b>117.81</b>	<b>80.53</b>

Current Tax Assets (Net)

(Rs in Lakh)

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Taxes Paid :</b>		
Income Tax - (including TDS & Advance Tax )	1,717.04	1,722.28
Less : Provision for Tax	(1,599.23)	(1,641.75)
<b>Total</b>	<b>117.81</b>	<b>80.53</b>



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Notes forming part of the financial statements for the year ended 31st March 2025

**9 Other Current Assets****(Rs in Lakh)**

Particulars	As at 31st March 2025	As at 31st March 2024
<b><u>Considered Good : Unsecured</u></b>		
<b>Advances Other than Capital Advances</b>		
Advance Recoverable from:		
- Goods & Services Tax	2,660.90	5,587.70
- Building Cess *	79.60	77.40
Prepaid Expenses	33.43	36.17
<b>Total</b>	<b>2,773.93</b>	<b>5,701.27</b>

\* It will be adjusted against future building cess liability of the Company.



10 Equity Share capital

(Rs in Lakh)

Particulars	As At 31st March 2025	As At 31 March 2024
<b>Authorised share capital</b>		
1,00,00,000 Equity shares of Rs.10 each		
(1,00,00,000 Equity shares of Rs.10 each as at 31st March 2024)	1,000.00	1,000.00
	1,000.00	1,000.00
<b>Issued/Subscribed and Paid up Capital</b>		
1,00,00,000 Equity shares of Rs.10 each-fully paid		
(1,00,00,000 Equity shares of Rs.10 each-fully paid as at 31st March 2024)	1,000.00	1,000.00
	1,000.00	1,000.00

**Promoter's shareholding**

Particulars	Shares held by Promoter at the end of the period / year				% change during the period / year
	S.No	Promoter Name*	No. of shares	% of total shares	
As at March 31, 2025	1	Ircon International Limited and its nominees	1,00,00,000	100.00%	-
	2				
	3				
	4				
	5				

Particulars	Shares held by Promoter at the end of the period / year				% change during the period / year
	S.No	Promoter Name*	No. of shares	% of total shares	
As at March 31, 2024	1	Ircon International Limited and its nominees	1,00,00,000	100.00%	-
	2				
	3				
	4				
	5				

(a) **Details of shareholders holding more than 5% shares in the Company**

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of Share	% holding in the class	No. of Share	% holding in the class
Ircon International Limited and its nominees	1,00,00,000	100.00%	1,00,00,000	100.00%

(b) **Aggregate no. of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date**

	As at March 31, 2025	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
	No. of Share	No. of Share	No. of Share	No. of Share	No. of Share	No. of Share
Equity shares allotted other than cash	-	-	-	-	-	-
Equity shares issued as bonus shares	-	-	-	-	-	-
Equity shares Buy Back	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-

(c) **Terms / Rights attached to Equity Shares :**

(i) **Voting**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share.

(ii) **Liquidation**

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) **Dividend**

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in ensuing Annual General Meeting

(d) **Reconciliation of the number of equity shares and share capital outstanding at the beginning and at the end of the year**

Particulars	As at March 31, 2025		As at 31 March 2024	
	No of shares	(Rs in Lakh)	No of shares	(Rs in Lakh)
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Add: Shares Issued during the year	-	-	-	-
Less: Shares Buy Back during the year	-	-	-	-
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	1,00,00,000	1,000.00	1,00,00,000	1,000.00



**IRCON VADODARA KIM EXPRESSWAY LIMITED**

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Notes forming part of the financial statements for the year ended 31st March 2025

**11 Other Equity****(Rs in Lakh)**

	As at 31st March 2025	As At 31 March 2024
<b>Particulars</b>		
Retained Earnings	17,700.72	13,058.49
Other Reserve (Deemed Equity)	19,574.00	19,574.00
<b>Total</b>	<b>37,274.72</b>	<b>32,632.49</b>
<b>i) Movement as per below:</b>		
<b>(a) Retained Earnings</b>		
Opening Balance	13,058.49	8,246.68
Add: Ind AS Adjustments		
Transfer from surplus in statement of profit and loss	4,642.23	4,811.81
<b>Closing Balance</b>	<b>17,700.72</b>	<b>13,058.49</b>
<b>(b) Deemed Equity</b>		
Opening Balance	19,574.00	19,574.00
Add : Addition during the period		
<b>Closing Balance</b>	<b>19,574.00</b>	<b>19,574.00</b>
<b>Grand Total (a+b)</b>	<b>37,274.72</b>	<b>32,632.49</b>

**ii) Nature and Purpose of Other Reserves:****(a) Retained Earnings**

Retained Earnings represents the undistributed profits of the Company.

**(b) Deemed Equity**

The Company has received interest free loan from IRCON, Holding Company and is treated as Deemed Equity in terms of the definition of Equity as defined in the Concessional agreement entered by the Company with NHAI.



Notes forming part of the financial statements for the year ended 31st March 2025

12 Non-Current Liabilities - Financial Liabilities

12.1 Non-Current Financial Liabilities - Borrowings

(Rs in Lakh)		
Particulars	As at 31st March 2025	As at 31st March 2024
<b>Unsecured:</b>		
Loan from Ircan International Limited *	-	6,896.00
<b>Secured</b>		
Loan from Bank of Baroda **	48,276.00	55,172.00
<b>Total</b>	<b>48,276.00</b>	<b>62,068.00</b>

**Notes :**

**\* Un-Secured Loan from IRCON**

Terms & Conditions of Loan from Holding Company (Ircan International Limited)

1. Sanction :-Rs 6896 Lakh

(i) Interest rate to be charged on the loan was revised from Bank of Baroda 1 month MCLR without Strategic Premium to Bank of Baroda overnight MCLR without Strategic Premium plus 0.09% w.e.f 27.09.2023.

(ii) Duration of Loan Disbursement would be a period of 1 year from the date of signing of agreement.

(iii) Unsecured Loan shall be repaid in 2.5 years starting after 12 years from COD or repayment of full term loan of senior lender, whichever is earlier in structured half-yearly installments. However, during the year ended 31.03.2025, IRCON has permitted IVKEL to make partial/ full repayment of loan without any prepayment charges. Accordingly, IVKEL has repaid the entire outstanding loan of Rs 6896 Lakh to IRCON.

(iv) Interest to be calculated on monthly rest basis.

**\*\* Secured Loan from Bank of Baroda**

Terms & Conditions of Loan from Bank of Baroda

Sanction :- Rs 72412 Lakh

(i) Interest rate to be charged on the loan was revised from Bank of Baroda 1 month MCLR without Strategic Premium to Bank of Baroda overnight MCLR without Strategic Premium plus 0.09% w.e.f 27.09.2023. Presently 8.24% p.a payable on Monthly rests as at 31.03.2025.

(ii) Moratorium of 7 months from the date of COD. The Company achieved provisional completion certificate i.e. Provisional COD. On request of IrcanVKEL, Bank of Baroda made the subsequential shift in repayment schedule on 01.11.2022. The next repayment Schedule has started w.e.f 25.03.2024 and last installment on 25.03.2033.

(iii) The term loan is repayable in 21 half-yearly installments of Rs 3,448 lakh each.

(iv) Interest shall be paid as and when debited.

(v) Corporate Guarantee of the Promoter i.e. M/s IRCON International Limited (AAA Rated) has been released by Bank of Baroda vide No Objection Letter dated 25.05.2023.

(vi) The loan shall be secured by-

(a) A first mortgage and charge in favour of the Lenders/Security Agent for the benefit of the Lenders in a form satisfactory to the Lenders, of all the Borrower's immovable properties, if any both present and future, save and except Project Assets; a first charge in favour of Lender/ Security Agent for the benefit of the Lenders of all the Borrower's moveable properties, both present and future, save and except the Project Assets.

(b) A first charge on all the Borrower's tangible movable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, all other movable assets and current assets, both present and future, save and except the Project Assets.

(c) A first charge on all the bank accounts including but not limited to the Escrow Account opened in a designated bank and DSRA to be established by the Company, where all cash flows from the Project shall be deposited, and the sub Account (or any account in substitution thereof) that may be opened in accordance with this agreement and supplementary Escrow Agreement or any other Project Agreement, provided such first charge shall only be to the extent permitted as per the waterfall of priorities prescribed under Escrow Agreement and Concession Agreement;

(d) A first charge on all revenues and receivables of the Borrower from the Project or Otherwise, Project's book debts, operating cash flows, commissions or revenues of whatever nature, after such revenues and receivables are deposited in the Escrow Account. Provided that such charge as mentioned herein shall arise only after the proceeds and/or realization on any such revenues and receivables are credited to and enters the Escrow Account and thereafter shall only be utilized to the extent permitted as per the waterfall priorities under the Escrow Agreement and Concession Agreement

(e) Assignment of contractor guarantees, liquidated damages, letter of credit, guarantee or performance bond that may be provided by any counter party under any project agreement or contract in favor of company and insurance policies etc;

(f) A first charge by way of assignment/agreement in favor of lenders over all the rights, title and interests of the Borrowers related to the Project from all contracts, insurances, licenses in to and under all Project Agreement (including the Concession Agreement) to which the Borrower is party to including contractor guarantees, liquidated damages, letter of credit, performance bond, guarantee and all other contracts relating to the Project, provided such charge shall be limited to and to arise to the extent provided under Substitution Agreement;

(g) A first charge/assignment/ security interest on company rights' under concession agreement in favor of lenders of all rights, title, interests, benefits, claims, uncalled capital and demands whatsoever of company in any letter of credit, performance bond, guarantee provided by any party to project documents;

(h) A first charge on intangible assets of borrower but not limited to goodwill present and future save and except the Project Assets. Provided that any realization there of shall be credited to the Escrow Account and the charges as aforesaid shall be limited to the extent permissible under the water fall priorities of the Concession Agreement and the Escrow Agreement;

(i) Assignment of all applicable insurance policies

12.2 Non-Current Liabilities - Other Financial Liabilities

(Rs in Lakh)		
Particulars	As at 31st March 2025	As at 31st March 2024
Interest Accrued on loan but not due *	-	901.83
<b>Total</b>		<b>901.83</b>

\* Interest on Unsecured Term Loan taken Loan from IRCON





13 Current Liabilities - Financial Liabilities

13.1 Current Financial Liabilities - Short Term Borrowings

(Rs in Lakh)

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Secured:</b>		
Current Maturities of Long Term Debt : Loan from Bank of Baroda (Refer Note No. 12.1)	6,896.00	6,896.00
<b>Total</b>	<b>6,896.00</b>	<b>6,896.00</b>

13.2 Current Financial Liabilities - Trade Payables

(Rs in Lakh)

Particulars	As at 31st March 2025	As at 31st March 2024
(A) Micro, Small & Medium Enterprises	-	-
(B) Other than Micro, Small & Medium Enterprises		
(i) Contractor & Suppliers	11.92	7.58
(ii) Related Party - IRCON	123.26	480.87
<b>Total</b>	<b>135.18</b>	<b>488.45</b>

Notes:

- a) Disclosures as required under Companies Act, 2013 / Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) are provided in Note 33.  
b) Terms and Conditions and other balances with related parties are disclosed in Note 28.

Trade payables Ageing Schedule

(Rs in Lakh)

Particulars	Unbilled	Not Due	Outstanding for the year ended March 31, 2025 from the due date of payment				
			Less than 1 year	1-2 year	3 years	More than 3 year	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	4.76	-	130.42	-	-	-	135.18
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-

(Rs in Lakh)

Particulars	Unbilled	Not Due	Outstanding for the year ended March 31, 2024 from the due date of payment				
			Less than 1 year	1-2 year	3 years	More than 3 year	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	4.87	-	483.58	-	-	-	488.45
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-

13.3 Current Liabilities - Other Financial Liabilities

(Rs in Lakh)

Particulars	As at 31st March 2025	As at 31st March 2024
Deposits, Retention money and Money Withheld - Related Party - IRCON	318.26	228.58
Interest Accrued on loan but not due		
(i) IRCON	575.90	-
(ii) Bank of Baroda	12.46	13.80
Other Payables (including Staff Payable)	-	-
<b>Total</b>	<b>906.62</b>	<b>242.38</b>



**IRCON VADODARA KIM EXPRESSWAY LIMITED****CIN - U74999DL2018GOI334028****Notes forming part of the financial statements for the year ended 31st March 2025****14 Other Current Liabilities****(Rs in Lakh)**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>a) Contract Liability</b>		
Advance from clients	-	-
<b>b) Other Advances</b>		
Advance from others	-	-
<b>c) Others</b>		
Statutory dues	2.67	48.87
CSR to be spent on Ongoing Project	82.76	-
<b>Total</b>	<b>85.43</b>	<b>48.87</b>

**Notes:**

a) Statutory dues includes liability for Goods and Service Tax (GST), TDS, Provident Fund and other statutory dues.



**IRCON VADODARA KIM EXPRESSWAY LIMITED**

CIN - U74999DL2018GOI334028

Notes forming part of the financial statements for the year ended 31st March 2025

**15 Revenue from Operations**

(Rs in Lakh)		
Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Contract Revenue (Refer Note No. 32 & 34)	2,083.00	4,298.92
<b>Other Operating Revenue :</b>		
Interest Income on Financial Assets under Service Concession Arrangements (Refer Note No. 37)	11,375.48	12,529.95
<b>Total</b>	<b>13,458.48</b>	<b>16,828.87</b>

**16 Other Income**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Interest Income :</b>		
Interest on Refund of Income-tax	-	6.48
Bank Interest	309.75	35.83
<b>Others :</b>		
Other Miscellaneous Income	0.24	0.03
<b>Total</b>	<b>309.99</b>	<b>42.34</b>



**IRCON VADODARA KIM EXPRESSWAY LIMITED**
**CIN - U74999DL2018GOI334028**
**Notes forming part of the financial statements for the year ended 31st March 2025**
**17 Project and Other Expenses**
**(Rs in Lakh)**

Particulars	Foot Note	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Project Expenses</b>			
Work Sub-Contract		867.56	3,363.65
Operation and Maintenance Expenses		881.87	474.86
Independent Engineer Inspection Charges		34.88	32.97
Rent - Non-residential	(i)	3.31	3.31
Rates and Taxes		0.17	0.14
Vehicle Operation and Maintenance		0.41	0.09
Insurance		132.62	132.83
Travelling & conveyance		1.42	0.60
Printing & stationery		0.24	0.18
Legal & Professional charges		9.87	9.05
Advertisement & publicity		-	-
Bank Charges		0.06	0.32
Telephone Expense		0.09	-
Repair & Maintenance		0.31	-
Miscellaneous expenses		1.23	0.30
Sub-total (A)		1,934.04	4,018.30
<b>Other Expenses</b>			
Corporate social responsibility (Refer Note -36)		116.16	73.40
Auditors remuneration	(ii)	2.13	1.87
Sub-total (B)		118.29	75.27
<b>Total (A + B)</b>		<b>2,052.33</b>	<b>4,093.57</b>

(i) Rent paid to IRCON Rs 2.81 Lakh ( Rs 2.81 Lakh) excluding GST

(ii) **Payment to Statutory Auditors:**

**(Rs in Lakh)**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
(a) Audit Fee - current year	1.10	0.96
(b) Tax Audit Fees - current year	0.33	0.28
(c) Fee for Quarterly Limited Review	0.63	0.53
(d) Certification Fees	0.07	0.10
(e) Travelling & out of pocket expenses:		
- Travelling Expenses	-	-
- Out of Pocket Expenses	-	-
<b>Total</b>	<b>2.13</b>	<b>1.87</b>



18 Employee Benefits Expenses

(Rs in Lakh)			
Particulars	Foot Note	For the year ended 31st March 2025	For the year ended 31st March 2024
Salaries, wages and bonus		91.31	86.12
Contribution to provident and other funds		6.29	10.62
Retirement Benefits		13.62	9.04
Staff Welfare		-	-
<b>Total</b>		<b>111.22</b>	<b>105.78</b>

19 Finance Cost

(Rs in Lakh)			
Particulars	Foot Note	For the year ended 31st March 2025	For the year ended 31st March 2024
Interest Expense on Income Tax		-	0.24
Other Borrowing Cost			
- Bank Guarantee & Other Charges		3.17	2.79
Interest on Loan from IRCON		415.64	562.78
Interest on Loan from Bank of Baroda		4,942.71	5,351.79
Interest on Others to IRCON		-	298.81
<b>Total</b>		<b>5,361.52</b>	<b>6,216.41</b>

20 Depreciation, amortization and impairment

(Rs in Lakh)		
Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Property, Plant and equipment	0.58	-
<b>Total</b>	<b>0.58</b>	<b>-</b>





**IRCON VADODARA KIM EXPRESSWAY LIMITED**

CIN - U74999DL2018GOI334028

Notes forming part of the financial statements for the year ended 31st March 2025

Note: - 21

**A. Fair Value Measurements**

**(i) Category wise classification of Financial Instruments**

Financial assets and financial liabilities are measured at fair value in these financial statement and are grouped into three levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

a) The carrying values and fair values of financial instruments by categories as at 31st March, 2025 are as follows:

Particulars	(Rs in Lakh)		
	Carrying Value	Fair Value	Level 3
<b>Financial Assets at Fair Value Through Profit and Loss ('FVTPL')</b>			
Investment in Mutual Funds	-	-	-
<b>Total</b>	-	-	-
<b>Financial Assets at Amortized Cost</b>			
(i) Investments	-	-	-
(ii) Loans	-	-	-
(iii) Other Financial Assets	85,457.72	-	85,457.72
<b>Total</b>	85,457.72	-	85,457.72

Particulars	(Rs in Lakh)		
	Carrying Value	Fair Value	Level 3
<b>Financial Liabilities at Amortized Cost</b>			
(i) Borrowings	55,172.00	-	55,172.00
(ii) Other Financial Liabilities	906.62	-	906.62
<b>Total</b>	56,078.62	-	56,078.62

b) The carrying values and fair values of financial instruments by categories as at 31 March, 2024 are as follows:

Particulars	(Rs in Lakh)		
	Carrying Value	Fair Value	Level 3
<b>Financial Assets at Fair Value Through Profit and Loss ('FVTPL')</b>			
Investment in Mutual Funds	-	-	-
<b>Total</b>	-	-	-
<b>Financial Assets at Amortized Cost</b>			
(i) Investments	-	-	-
(ii) Loans	-	-	-
(iii) Other Financial Assets	92,873.90	-	92,873.90
<b>Total</b>	92,873.90	-	92,873.90



(Rs in Lakh)						
Particulars		Carrying Value	Level 1	Fair Value	Level 2	Level 3
Financial Liabilities at Amortized Cost						
(i) Borrowings		68,964.00	-	-	-	68,964.00
(ii) Other Financial Liabilities		1,144.21	-	-	-	1,144.21
Total		70,108.21	-	-	-	70,108.21

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties. During the financial year 2024-25 and 2023-24, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

#### B. Financial Risk Management

The Company's principal financial liabilities comprise borrowings, trade and other payables. The Company's principal financial assets include loans to related parties, trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company also holds investment in mutual funds and tax free bonds. The Company's activities expose it to some of the financial risks: market risk, credit risk and liquidity risk.

##### a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises Foreign currency risk and Interest rate risk. Financial instruments affected by market risk includes borrowings, trade receivables, trade payable and other non derivative financial instruments.

##### (i) Foreign Currency Risk

Nil

##### (ii) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market interest rate. The company manages its interest risk in accordance with the companies policies and risk objective. Financial instruments affected by interest rate risk includes tax free bonds and deposits with banks. Interest rate risk on these financial instruments are very low as interest rate is fixed for the period of financial instruments. Also, the Company is currently having borrowings with floating rate of interest, however the Company is entitled to receive interest on annuity payments which are also floating/variable in nature, hence the risk is minimised to large extent.



**b) Credit Risk**

The Company's customer profile is National Highway Authority of India. Accordingly, the Company's customer credit risk is low. The Company's average project execution cycle is around 24 to 36 months. General payment terms include mobilisation advance, monthly progress payments with a credit period ranging from 45 to 60 days and certain retention money to be released at the end of the project. In some cases retentions are substituted with bank / corporate guarantees. The Company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation.

**Trade and other receivable**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

Exposure to Credit Risk	As At 31.03.2025	As at 31.03.2024	(Rs in Lakhs)
<b>Particulars</b>			
<b>Financial Assets for which allowance is measured using Lifetime Expected Credit Losses (LECL)</b>			
Non Current Investments	-	-	-
Non Current Loans	-	-	-
Other Non Current Financial Assets	76,368.05	-	80,753.16
Current Investments	-	-	-
Cash and Cash Equivalents	1,074.15	-	1,258.12
Other Bank Balances	5,144.00	-	3,121.00
Current Loans	-	-	-
Other Current Financial Assets	9,089.67	-	12,120.74
<b>Financial Assets for which allowance is measured using Simplified Approach</b>			
Trade Receivables	0.00	-	1,237.60
Contract Assets	6,928.20	-	7,129.63
<b>Summary of change in loss allowances measured using Simplified approach</b>	<b>As At 31.03.2025</b>	<b>As at 31.03.2024</b>	
<b>Particulars</b>			
Opening Allowances	-	-	-
Provided during the year	-	-	-
Utilization during the year	-	-	-
Amount written-off	-	-	-
Closing Allowances	-	-	-
<b>Summary of change in loss allowances measured using Lifetime Expected Credit Losses (LECL) approach</b>	<b>As At 31.03.2025</b>	<b>As at 31.03.2024</b>	
<b>Particulars</b>			
Opening Allowances	-	-	-
Provided during the year	-	-	-
Utilization during the year	-	-	-
Amount written-off	-	-	-
(Exchange Gain) / Loss	-	-	-
Closing Allowances	-	-	-





**d) Excessive risk concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

The following table gives details in respect of revenues generated from projects

Particulars	(Rs in Lakh)	
	For the year ended 31.03.2025	For the year ended 31.03.2024
Revenue from Projects	13,458.48	4,298.92
	<b>13,458.48</b>	<b>4,298.92</b>

**C. Capital Management**

The Company objective to manage its capital in a manner to ensure and safeguard their ability to continue as a going concern so that the Company can continue to provide maximum returns to shareholders and benefit to other stakeholders. The Company has paid dividend as per the guidelines issued by Department of Investment and Public Asset Management (DIPAM) as follows :-

Dividends :-	
Particulars	(Rs in Lakh)
Dividend Paid	31-Mar-25
	-
<b>Total</b>	<b>-</b>

Further, the Company manages its capital structure to make adjustments in light of changes in economic conditions and the requirements of the financial covenants.

Debt Equity Ratio :-	
Particulars	(Rs in Lakh)
Borrowings (Note No. 12.1 & 13.1)	31-Mar-25
	31-Mar-24
<b>Long Term Debt</b>	<b>68,964.00</b>
Equity (Note No.10)	55,172.00
Other Equity (Note No. 11)	1,000.00
<b>Total Equity</b>	<b>32,632.49</b>
<b>Debt Equity Ratio</b>	<b>38,274.72</b>
	<b>1.44</b>
	<b>2.05</b>





**22 Contingent liabilities and Contingent Assets:****(I) Contingent Liabilities:**

Disclosure of Contingent Liabilities as per Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets' are as under: (Rs in Lakh)

Particulars	Foot Note	As at 31st March 2024	Addition during the year	Claims settled/paid during the year	As at 31st March 2025
(a) Claims against the company not acknowledged as debts					
Disputed Indirect Tax Demands	1	19,116.34	60.12	19,116.34	60.12
(b) Guarantees excluding financial guarantee		-	-	-	-

**Foot Note :****Disputed Indirect Tax Demands**

The Company had received an Order for the period March 2019 to March 2022 pursuant to a Show Cause cum Demand Notice issued by the Directorate General of GST Intelligence (DGGI) in earlier years, confirming the demand raised therein. Against the said demand, the Company had pre-deposited a portion of the disputed tax as per applicable GST Laws, as disclosed in the previous year's financial statements. The Company had filed an appeal dated 30.04.2024 before the Learned Commissioner (Appeals), GST, and based on the grounds of appeal and legal advice, the management believed there was a reasonable and strong likelihood of succeeding in the matter.

During the current financial year, the Learned Commissioner (Appeals), GST, vide Order dated 23.10.2024, passed a favorable order in favor of the Company, thereby setting aside the demand raised by the GST authorities. Consequently, the contingent liability of Rs. 19,116.34 Lakh disclosed as at 31.03.2024 stands Nil as at 31.03.2025.

During the current financial year, the Company received GST Audit Report in Form ADT-02 dated March 28, 2025, pursuant to the Goods and Services Tax (GST) audit conducted for the financial years 2021-22 and 2022-23. Based on the said report, the Company has been directed to discharge the liability of Rs 60.12 lakh which includes interest and Penalty also. The Company has not received Demand Notice yet from GST Department. The Company, however, does not agree with the findings of the Report and intends to take remedial actions as available under GST Law. Till the conclusion of this matter, the amount has been disclosed as a contingent liability in the financial statements as at March 31, 2025.

**(II) Contingent Assets: NIL****23 Commitments:**

a) Estimated amount of contracts remaining to be executed on capital account (net of advances) is Rs Nil (Nil).

**b) Other Commitments:**

Estimated amount of contracts remaining to be accounted for, on other commitments is Rs.2,109.17 Lakh (Rs 3,608.86 Lakh).

- 24 (a) Balances with NHAI (Client) is subject to confirmation / reconciliation/ adjustment, if any. The Company has been sending letters for confirmation to parties. However, the Company does not expect any material dispute w.r.t. the recoverability/payment of the same.
- (b) In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.
- (c) TDS Receivable amount for the quarter ended 31<sup>st</sup> March, 2025 is subject to reconciliation as TDS Deductors have not filed their TDS returns whose due date is currently 31st May 2025.
- 25 (a) Foreign exchange recognised in the statement of profit and loss: NIL
- (b) Disclosure of unhedged foreign currency exposure - NIL
- (c) Earnings in foreign currency (on accrual basis) : NIL
- (d) Expenditure in foreign currency (on accrual basis) : NIL
- (e) CIF value of Imports: NIL
- (f) Material & store consumed: NIL

**26 Disclosure regarding Leases:****I. Company as a Lessee :**

The Company as a lessee has entered into lease contracts, which includes lease of office space. Before the adoption of Ind AS 116, the Company classified each of its leases (as lessee) at the inception date as an operating lease.

The Company also has certain leases of offices with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

The Company's leasing arrangements are in respect of operating leases of premises for offices. Leasing arrangement is cancellable and is usually renewable on mutually agreed terms. The amounts of lease payments during the year are as under:

(a) Lease payments in respect of office premises **Rs. 3.31 Lakh** (Rs 3.01 Lakh) - (included in Project expenses Note 17).

**II. Company as a Lessor : NIL****27 Segment Reporting:****(i) General Information**

Operating segments are defined as components of an enterprise for which discrete financial information is available which is being evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and assessing performance. The Board of Directors of the Company is the Chief Operating Decision Maker (CODM). The Company is engaged in the business of infrastructure development in the state of Gujarat and the Chief Operating Decision Maker (CODM) monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed in accordance with the requirements of Ind AS 108.

**(ii) Information about geographical information**

As the Company operates in a single geographical segment i.e. India hence no separate geographical segment is disclosed.

**(iii) Information about major customer**

Revenue of Rs. 13,458.48 Lakhs (Rs. 16,828.87 Lakhs) are derived from a single customer i.e. NHAI which is more than 10% of the Company's total revenue.



**IRCON VADODARA KIM EXPRESSWAY LIMITED**  
CIN - U74999DL2018GOI334028

Notes forming part of the financial statements for the year ended 31st March 2025

**28 Related Party disclosures:**

Disclosures in compliance with Ind AS 24 "Related Party Disclosures" are as under:

**List of Related Parties where control exists and also related parties with whom transactions have taken place and relationships.**

**a) Enterprises where control exists:**

**(i) Holding Companies: -**

Ircon International Limited (IRCON) – The entire Equity Share Capital of the Company is held by Ircon International Limited (IRCON)  
Holding company.

**b) Key Management Personnel (KMP)**

**Board of Directors**

Name	Designation
Shri Parag Verna	Director
Shri Masood Ahmad	Director
Ms Aradhana Garg	Director
Shri Rohit Parmar	Director upto 24.04.2024
Shri R K Jaiswal	Director upto 31.01.2025
Shri Sanatanu Mukherjee	Director w.e.f 03.01.2025

**Other Members identified as Key Management Personnel ( KMP)**

Name	Designation
Shri Deepak Kumar Garg	Chief Executive Officer w.e.f 01.01.2025
Shri Nitesh Kumar G Asati	Chief Executive Officer upto 29.11.2024
Shri Raj Kumar	Chief Financial Officer

**Company Secretary**

Name	Designation
Shri Shashwat Chaudhary	Company Secretary upto 14.02.2025

**Remuneration to Key management personnel are as under:**

		(Rs in Lakh)	
S.No.	Particulars	2024-25	2023-24
I	Short Term Employee Benefits	61.47	60.87
II	Post Employment Benefits	5.60	5.73
III	Other Long Term Employee Benefits	7.72	7.72
IV	Termination Benefits	-	-
V	Sitting Fees	-	-
	<b>TOTAL</b>	<b>74.79</b>	<b>74.32</b>

IrconVKEL had Part-time Directors during the financial year 2024-25, nominated on the Board by the Holding Company, do not draw any remuneration from the Company. No sitting fee is paid to Part-time Directors.

**(c) Related Party Transactions during the year ended 31st March, 2025**

						(Rs in Lakh)
S.No.	Particular	Name of Related Party	Nature of Relationship	Transactions During the F.Y 2024-25	Transactions During the F.Y 2023-24	
1	Repayment of Unsecured loan by Ircon VKEL to IRCON	Ircon International Limited	Holding Company	6,896.00	-	
2	Interest paid/payable	Ircon International Limited	Holding Company	415.64	861.59	
3	Purchase of Goods and Services	Ircon International Limited	Holding Company	1,749.43	3,838.51	
4	Office Rent	Ircon International Limited	Holding Company	3.31	3.31	
5	Reimbursement of PF/Pension contribution, BG charges, other expenses & staff advance etc to IRCON	Ircon International Limited	Holding Company	22.62	23.58	
6	Sale of Laptop & furnishing etc	Ircon International Limited	Holding Company	1.20	-	



Outstanding balances with the related parties are as follows:

(Rs in Lakh)

S.No.	Particular	Name of Related Party	Nature of Relationship	Outstanding Amount as at 31.03.2025	Outstanding Amount as at 31.03.2024
1	Investment in Equity of IrconVKEL by IRCON	Ircon International Limited	Holding Company	1,000.00	1,000.00
2	Interest free advance provided by IRCON to IrconVKEL	Ircon International Limited	Holding Company	19,574.00	19,574.00
3	Unsecured loan provided by IRCON to IrconVKEL	Ircon International Limited	Holding Company	-	6,896.00
4	Interest paid/payable on Loan	Ircon International Limited	Holding Company	575.90	901.83
5	Trade Payables	Ircon International Limited	Holding Company	123.26	480.87
6	Deposits, Retention money and Money Withheld	Ircon International Limited	Holding Company	318.26	228.58

**d) Terms and conditions of transactions with related parties**

- (i) Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.
- (ii) Outstanding balances of related parties at the reporting date are unsecured and settlement occurs through banking transactions.

29 During the year, the Company has carried out assessment on impairment of individual assets by working out the recoverable amount based on lower of the net realisable value and carrying cost in terms of Ind AS 36, "Impairment of Assets" notified under section 133 of the companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016. Accordingly, impairment loss of Rs Nil has been provided for."



**IRCON VADODARA KIM EXPRESSWAY LIMITED**

CIN - U74999DL2018GOI334028

Notes forming part of the financial statements for the year ended 31st March 2025

**30 Earnings Per Share**

Disclosure as per Ind AS 33 'Earnings per share'

Basic EPS is calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit for the year attributable to the equity holders after considering the effect of dilution by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

**(i) Basic and diluted earnings per share (in Rs.)**

Particulars	Note	For the year ended 31st March 2025	For the year ended 31st March 2024
Profit attributable to Equity holders (Rs.in Lakh)	(ii)	4,642.23	4,811.81
Weighted average number of equity shares for Basic and Diluted EPS	(iii)	1,00,00,000.00	1,00,00,000.00
Earnings per share (Basic)		46.42	48.12
Earnings per share (Diluted)		46.42	48.12
Face value per share			

**(ii) Profit attributable to equity shareholders (used as numerator) (Rs.lakhs)**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Profit for the year as per Statement of Profit and Loss (Rs in Lakh)	4,642.23	4,811.81
Profit attributable to Equity holders of the company used for computing EPS:	4,642.23	4,811.81

**(iii) Weighted average number of equity shares (used as denominator) (Nos.)**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Opening balance of issued equity shares	1,00,00,000.00	1,00,00,000.00
Equity shares issued during the year		
Weighted average number of equity shares for computing Basic EPS	1,00,00,000.00	1,00,00,000.00
Dilution Effect:		
Add: Weighted average numbers of potential equity shares outstanding during the year	-	-
Weighted average number of equity shares for computing Diluted EPS	1,00,00,000.00	1,00,00,000.00



**IRCON VADODARA KIM EXPRESSWAY LIMITED**
**CIN - U74999DL2018GOI334028**
**Notes forming part of the financial statements for the year ended 31st March 2025**
**31 Disclosure under Ind AS-19 on Employee benefits**

The persons working for Ircon Vadodara Kim Expressway Limited are posted on nomination/ secondment basis from IRCON (Holding Company).

The provision for Retirement Benefits of nominated employees in terms of Ind AS-19 is being made by its Holding company as per accounting policy (Note No 2.2.7).

Provident Fund Contribution of the employees on nomination/secondment have been regularly deposited by the holding company with its P.F Trust.

**32 Disclosure under Ind AS-115 on Revenue from contracts with Customers\***
**(a) Disaggregation of Revenue**

Below is the disaggregation of the Company's revenue from contracts with customers:

(Rs in Lakh)

For the year ended March 31, 2025						
Type of goods or service	Railways	Highway	Electrical	Building	Others	Total
<b>Timing of satisfaction of performance obligation:</b>						
Over time	-	2,083.00	-	-	-	2,083.00
At a point in time	-	-	-	-	-	-
<b>Total</b>	-	2,083.00	-	-	-	2,083.00
<b>Method for measuring performance obligation:</b>						
Input method	-	2,083.00	-	-	-	2,083.00
Output method	-	-	-	-	-	-
<b>Total</b>	-	2,083.00	-	-	-	2,083.00
<b>Geographical markets:</b>						
Domestic	-	2,083.00	-	-	-	2,083.00
International	-	-	-	-	-	-
<b>Total</b>	-	2,083.00	-	-	-	2,083.00
<b>Others</b>	-	11,375.48	-	-	-	11,375.48
<b>Total</b>	-	11,375.48	-	-	-	11,375.48

For the year ended March 31, 2024						
Type of goods or service	Railways	Highway	Electrical	Building	Others	Total
<b>Timing of satisfaction of performance obligation:</b>						
Over time	-	4,298.92	-	-	-	4,298.92
At a point in time	-	-	-	-	-	-
<b>Total</b>	-	4,298.92	-	-	-	4,298.92
<b>Method for measuring performance obligation:</b>						
Input method	-	4,298.92	-	-	-	4,298.92
Output method	-	-	-	-	-	-
<b>Total</b>	-	4,298.92	-	-	-	4,298.92
<b>Geographical markets:</b>						
Domestic	-	4,298.92	-	-	-	4,298.92
International	-	-	-	-	-	-
<b>Total</b>	-	4,298.92	-	-	-	4,298.92
<b>Others</b>	-	12,529.95	-	-	-	12,529.95
<b>Total</b>	-	12,529.95	-	-	-	12,529.95

**(b) Contract Balances:**

(Rs in Lakh)

Particulars	31-Mar-25	31-Mar-24
Trade Receivables (Note 7.1)	0.00	1,237.60
Contract Assets (Note 4.2 & 7.5)	84,304.37	91,668.49
Contract Liabilities	-	-

(i) Trade receivables are non-interest bearing and the customer profile is National Highway Authority of India. The Company's average project execution cycle is around 24 to 36 months. General payment terms include mobilisation advance, monthly progress payments with a credit period ranging from 45 to 60 days.

(ii) Contract Assets are recognised over the period in which services are performed to represent the Company's right to consideration in exchange for goods or services transferred to the customer. It includes balances due from customers under construction contracts that arise when the Company receives payments from customers as per terms of the contracts however the revenue is recognised over the period under input method. Any amount previously recognised as a contract asset is reclassified to trade receivables on satisfaction of the condition attached i.e. future service which is necessary to achieve the billing milestone.





(Rs in Lakh)		
Particulars	31-Mar-25	31-Mar-24
Contract Assets at the beginning of the year	91,668.49	91,957.14
Contract Assets at the end of the year (Note 4.2 & 7.5)	84,304.37	91,668.49
Net Increase/(Decrease)	(7,364.12)	(288.65)

For the year 2024-25, there has been net decrease by Rs 7,360.83 Lakh (For the year 2023-24, there was net decrease by Rs 288.65 Lakh).

(iii) Contract liabilities relating to construction contracts are balances due to customers, these arise when a particular milestone payment exceeds the revenue recognised to date under the input method and advance received in long term construction contracts. The amount of Advance received gets adjusted over the construction period as and when invoicing is made to the customer.

(Rs in Lakh)		
Particulars	31-Mar-25	31-Mar-24
Contract Liabilities at the beginning of the year	-	-
Contract Liabilities at the end of the year	-	-
Net Increase/(Decrease)	-	-

(iv) Details of the Unbilled Revenue Converted into the trade receivables are as follows:-

(Rs in Lakh)		
Particulars	31-Mar-25	31-Mar-24
Unbilled revenue converted into trade receivable	6,669.54	6,294.79

(e) Revenue recognised in the period from:

(i) The following table shows how much of the revenue recognised in the current reporting period relates to brought-forward contract liabilities.

(Rs in Lakh)		
Particulars	31-Mar-25	31-Mar-24
Amount received as Advance in Construction Contracts	-	-
Performance obligations satisfied in the previous year	-	-

(f). Cost to obtain the contract

Amount recognised as asset as at 31st March, 2025 is Rs Nil (As at 31st March, 2024: Rs Nil)

Amount of amortisation recognised in the statement of profit and loss during the year is Rs Nil (FY 2023-24: Rs Nil)

(g) Unsatisfied long-term contracts

The following table shows unsatisfied performance obligations resulting from long-term construction contracts:

(Rs in Lakh)		
Particulars	31-Mar-25	31-Mar-24
Aggregate amount of the transaction price allocated to long-term construction contracts that are partially or fully unsatisfied as at 31 March	39,279.21	40,155.64

Management expects that transaction price allocated to the unsatisfied contracts as of March 31, 2025 will be recognised as revenue in the future as follows:

(Rs in Lakh)		
Particulars	March 31, 2025**	March 31, 2024**
In one year or less	1,834.87	1,892.19
More than one year to 2 years	2,062.85	1,817.48
More than 2 years	35,381.49	36,445.97
Total	39,279.21	40,155.64

\*\*The amount disclosed above does not include variable consideration which is constrained.



**IRCON VADODARA KIM EXPRESSWAY LIMITED**
**CIN - U74999DL2018GOI334028**
**Notes forming part of the financial statements for the year ended 31st March 2025**
**33 Disclosure as required by the Micro, Small and Medium Enterprises Development Act, 2006 are as under: -**
**(Rs in Lakh)**

Particulars	For the year 31st Mar 2025	For the year 31st Mar 2024
(a). the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
• Principal amount due to Micro, Small and Medium Enterprises	-	-
• Interest due on above	Nil	Nil
(b). the amount of interest paid by the Region in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;		
(c). the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(d). the amount of interest accrued and remaining unpaid at the end of each accounting year;		
(e). the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.		

**34 Service Concession Arrangements**

Public to private service concession arrangements are recorded in accordance with Appendix "C"- Service Concession Arrangements (Ind AS-115). Appendix "C" is applicable if:

- The Grantor controls or regulates which services the operator should provide with the infrastructure, to whom it must provide them, and at what price; and
- The Grantor controls- through ownership, beneficial entitlement, or otherwise- any significant residual interest in the infrastructure at the end of the term of the arrangement.

If both of the above conditions are met simultaneously, a financial asset is recognized to the extent that the operator has an unconditional contractual right to receive cash or other financial asset from or at the discretion of the Grantor for the service.

These financial assets are initially recognized at cost, which is understood as the fair value of the service provided plus other direct costs directly attributable to the operation. They are then stated at amortized cost at the end of each financial year.

The Company (IronVKEL) has entered into service concession arrangement with National Highway Authority of India (NHAI) dated 25.08.2018, in terms of which NHAI (the grantor) has authorized the company for construction, operation and maintenance of Vadodara Kim Expressway from (Sapna to Padra Section of Vadodara Mumbai Expressway) (Phase IA-Package II) from km 323.00 to km 355.00 (approx. 32 km) in the State of Gujarat by Eight-Laning thereof on design, build, finance, operate and transfer ("DBOT Annuity" or "Hybrid Annuity") and transfer basis. In terms of the said agreement IronVKEL has an obligation to complete construction of the project and to keep the project assets in proper working condition. The Project is under Annuity pattern.

The Concession period shall be 15 years commencing from the appointed date. At the end of the concession period, the assets will be transferred back to National Highway Authority of India (NHAI).

In case of material breach in terms of agreement the NHAI and IronVKEL have right to terminate the agreement if they are not able to cure the event of default in accordance with such agreement.

**Disclosure in terms of Appendix D of Ind AS 115**

In terms of the disclosure required in Appendix D in Ind AS -115 Revenue from Customers, as notified in the companies (Indian Accounting Standard) rules 2016, the amount considered in the financial statements up to the balance sheet date are as follows:-

**(Rs in Lakh)**

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
Contract Revenue Recognized	2,083.00	4,298.92
Aggregate amount of Cost incurred	2,047.97	4,128.74
Amount of advance received from Client	-	-
Amount of retention by Client (Note No 7.5)	1,048.02	3,825.60
Profit/( Loss) recognised during the period for exchange of construction service for a financial asset	35.03	170.18
Gross amount due from Client for Contract Works (Note No 7.1)	0.00	1,237.60



**35 Disclosures pursuant to amendment in Schedule III of the Companies Act 2013:**

The MCA vide notification dated 24th March 2021 has amended Schedule III to the Companies Act, 2013 in respect of certain disclosures which are applicable from 1st April 2021. The Company has incorporated the changes as per the said amendment in the financial statements and below disclosures are made in compliance of the said amendment :

- (i) The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year ended 31st March 2025 and 31st March 2024.
- (ii) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year ended 31st March 2025 and 31st March 2024.
- (iii) The Company does not have any Benami property as on 31st March 2025 and 31st March 2024, where any proceeding has been initiated or pending against the company for holding any Benami property.
- (iv) The Company does not have any prior period errors in the financial year ended 31st March 2025 and 31st March 2024 to be disclosed separately in statement of changes in equity.
- (v) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period for the financial year ended 31st March 2025 and 31st March 2024.
- (vi) During the financial year 2024-25 and 2023-24, the Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vii) During the financial year 2024-25 and 2023-24, the Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (viii) The Company does not have any loans and advances in the nature of loans to promoters, directors, KMP and other related parties for the financial year ended 31st March 2025 and 31st March 2024.

The Company does not have any immovable properties as at 31st March 2025 and 31st March 2024.
- (ix) The Company does not have any transactions in financial year 2024-25 and 2023-24, where the company has not used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.
- (x) The Company has not been declared as wilful defaulter by any bank or financial Institution for the financial year ended 31st March 2025 and 31st March 2024.
- (xi) The Company is not required to submit statement of current assets with the bank and therefore reconciliation of the statement filed by the company with bank and the books of accounts is not applicable.
- (xii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (xiii) The Company have not entered into any scheme(s) of arrangements during the year ending 31st March 2025 and period ending 31st March 2024.
- (xiv) The Company does not have any transaction which is not recorded in the books of accounts that has been subsequently surrendered or disclosed as income during the year as part of the on going tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (xv) The Company has not received any grants and donations during the year ending 31st March 2025 and period ending 31st March 2024.
- (xvi) The Company does not have any Capital Work- in- Progress, Investment Property, Intangible Assets and Intangible Assets under Development as at 31st March, 2025 and 31st March, 2024. During the year 2024-25 and 2023-24, the company has not revalued any of its Property, plant and equipment.



(xvii) The following accounting ratios are disclosed:

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	% change	Reason for change more than 25%
Current ratio	Current Assets	Current Liabilities	2.27	3.06	-25.82%	The Current Ratio has been decreased due to decrease in Trade receivables, Other current assets and corresponding decrease in Other financial Liabilities during the year.
Debt-equity ratio	Total Debt	Shareholder's Equity	1.44	2.05	-29.76%	The Ratio has been decreased due to decrease in Borrowings and corresponding increase in Shareholders funds during the year.
Debt service coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses+ Interest + other adjustment	Debt service = Interest & Lease Payments + Principal Repayments	0.52	1.15	-54.78%	There is a decrease in Earnings during the year and further the Company repaid the existing loan of IRCON and Bank of Baroda and there is no refinancing in the current year, therefore ratio in current year has decreased.
Return on equity ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	0.13	0.15	-13.33%	Not Applicable
Inventory turnover ratio	Cost of goods sold	Average Inventory			Not Applicable	
Trade receivables turnover ratio	Net credit sales = Gross credit sales - sales return = Revenue from Operation	Average Trade Receivable	21.75	26.94	-19.27%	Not Applicable
Trade payable turnover ratio	Net credit purchases = Gross credit purchases - Purchase return	Average Payables			Not Applicable	
Net capital turnover ratio	Net sales = Total sales - sales return = Revenue from Operation	Working capital = Current assets - Current liabilities	1.32	1.06	24.53%	Not Applicable
Net profit ratio	Net Profit	Net sales = Total sales sales return = Revenue from Operation	0.34	0.29	17.24%	Not Applicable
Return on capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.1340	0.1281	4.61%	Not Applicable
Return on investment	Interest (Finance Income)	Investment			Not Applicable	



36 Corporate Social Responsibility Expenses (CSR)

As per Section 135 of the Companies Act, 2013 read with guidelines issued by Department of Public Enterprises, GOI, the Company is required to spend, in every financial year, at least two per cent of the average net profits of the Company made during the three immediately preceding financial years in accordance with its CSR Policy. The details of CSR expenses for the year are as under:

a) Amount required to be spent on CSR Activities

Particulars	For the year 31st Mar 2025	For the year 31st Mar 2024
Gross amount required to be spent by the Company during the year	116.16	73.40
Deposited and claimed in earlier years, now refunded	-	-
Amount approved by the Board to be spent during the year	116.16	73.40

b) Amount spent on CSR Activities

Particulars	Paid in cash	Yet to be paid	Total	Paid in cash	Yet to be paid	Total
On Construction/acquisition of any asset*	-	76.76	76.76	71.88	-	71.88
On purposes other than above	33.40	6.00	39.40	1.52	-	1.52
<b>Total</b>	<b>33.40</b>	<b>82.76</b>	<b>116.16</b>	<b>73.40</b>	-	<b>73.40</b>

\*Assets purchased and handed over to respective organisation and are not being held by the Company.

c) Break-up of the CSR expenses under major heads is as under:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Contribution to Prime Minister CARES Fund for fighting against COVID-19	-	1.52
Eradicating hunger, poverty & malnutrition, promoting preventive healthcare & sanitation & making available safe drinking water	100.14	71.88
Promoting Education, including special education and employment enhancing vocational skills especially among children	11.62	-
Ensuring environmental sustainability	4.40	-
Setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other	-	-
Sports	-	-
Others (including Other Admin Cost)	-	-
<b>Total</b>	<b>116.16</b>	<b>73.40</b>

d) Details related to unspent obligations:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Unspent amount in relation to:	-	-
- Ongoing project	82.76	-
- Other than ongoing project	-	-

e) Details related to spent / unspent obligations:

Particulars	For the year 31st Mar 2025	For the year 31st Mar 2024
Opening Balance	-	-
Gross amount required to be spent by the Company during the year (as per (a) above)	116.16	-
Amount spent by the Company during the year (as per (b) above)*	33.40	-
<b>Shortfall/(Excess) amount spent by the company #</b>	<b>82.76</b>	<b>-</b>

\* There are no related party transaction in respect to CSR expenditure.

# Due to ongoing projects, there is shortfall (i.e. unspent amount) during the year ended 31.03.2025. The Company has transferred Rs 82.76 Lakh (Rs Nil) to a dedicated account called the "Unspent Corporate Social Responsibility Account" on 11.04.2025 i.e. within 30 days of the end of the financial year as per Section 135(6) of the Companies Act, 2013.





f) Other disclosure:

Particulars	For the year ended 31st March 2025	(Rs in Lakhs) For the year ended 31st March 2024
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard (1)	NA	NA
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision is as below :-		
Opening Balance of CSR Provision	-	-
Add : Provision created during the period	82.76	-
Add : Provision utilised during the period	-	-
Closing Balance of CSR Provision	82.76	-

37 Disclosure as per Ind AS-1: Disclosures on presentation of financial statements

Based on the Expert Advisory Committee (EAC) of ICAI's opinion Dated 2nd August, 2024, the Company has presented interest income from annuity payments under the Hybrid Annuity Model (HAM) as "Other Operating Revenue" for the year ended 31st March 2025. As a result, "Revenue from Operations" has increased by Rs. 11,375.48 Lakhs, with a corresponding decrease in "Other Income" for the year ended 31st March 2025. Accordingly, comparative figures i.e. Rs. 12,529.95 Lakhs have been reclassified to ensure comparability and consistency with the current year's presentation, in accordance with Ind AS 1. The reclassification has no impact on total profit and total comprehensive income in the Statement of Profit and Loss, the details of which are as under:

Particulars	Before Reclassification (FY 2023-24)	Reclassification	After Reclassification (FY 2023-24)
<b>Other Income</b>			
Interest Income - Interest Income on Financial Assets under Service Concession Arrangements	12,529.95	(12,529.95)	-
Interest on Refund of Income Tax	6.48	-	6.48
Bank Interest	35.83	-	35.83
Other Miscellaneous Income	0.03	-	0.03
<b>A</b>	<b>12,572.29</b>	<b>(12,529.95)</b>	<b>42.34</b>
<b>Revenue from operations</b>			
Contract Revenue	4,298.92	-	4,298.92
Other Operating Revenue - Interest Income on Financial Assets under Service Concession Arrangements	-	12,529.95	12,529.95
<b>B</b>	<b>4,298.92</b>	<b>12,529.95</b>	<b>16,828.87</b>
<b>A+B</b>	<b>16,871.21</b>	<b>-</b>	<b>16,871.21</b>

38 Changes in accounting policies and disclosures

The Company has adopted certain new accounting standards and amendments effective from April 1, 2024. Ind AS 117, Insurance Contracts, which replaces Ind AS 104, provides comprehensive guidance on the recognition, measurement, presentation, and disclosure of insurance contracts; however, it had no impact on the Company's financial statements as the Company has not entered into any insurance contracts.

Further, an amendment to Ind AS 116, Leases, relating to lease liabilities arising from sale and leaseback transactions, was also notified. Since the Company has not undertaken any such transactions, the amendment did not affect its financial statements. As of the reporting date, there are no new standards that have been notified but are not yet effective.



39 Disclosure pursuant to section 186 of the Companies Act 2013:

There are no loans given, investments made and guarantee given other than disclosed in note 14 are made by the Company during the year.

40 Other disclosures

- (i) The Company has a system of obtaining periodic confirmation of balances from banks and other parties.  
(ii) In the opinion of the management, the value of assets on realisation in the ordinary course of business, will not be less than the value at which these are stated in the Balance Sheet.  
(iii) Figures rounded off to the nearest rupees in Lakh.

41 Certain previous year figures have been reclassified for consistency with current year presentations. These reclassifications have no effect on the reported results of operations. Also, previous year figures are shown under bracket ( ) to differentiate from current year figures

As per our Report of even date attached

For A J Mohan & Associates  
Chartered Accountants  
FRN : 002468N



*Hasan Jiwali*  
CA Hasan Jiwali  
Partner  
M. No. 468230

For and on behalf of Board of Directors  
Ircan Vadodara Kim Expressway Limited

*Santanu Mukherjee*  
Santanu Mukherjee  
Director  
DIN - 10895834

*Masood Ahmed*  
Masood Ahmed  
Director  
DIN - 00008553



*Raj Kumar*  
Raj Kumar  
CFO

*Deepak Kumar Garg*  
Deepak Kumar Garg  
CEO

Place : New Delhi  
Date : 29.04.2025

प्रधान निदेशक लेखापरीक्षा  
का कार्यालय,  
रेलवे वाणिज्यिक,  
4, दीनदयाल उपाध्याय मार्ग  
नई दिल्ली - 110002



SUPREME AUDIT INSTITUTION OF INDIA  
लोकहितार्थ सत्यनिष्ठा  
Dedicated to Truth in Public Interest

OFFICE OF THE  
PRINCIPAL DIRECTOR OF AUDIT  
RAILWAY COMMERCIAL,  
4, DEEN DAYAL UPADHYAYA  
MARG, NEW DELHI-110002

संख्या:PDA/RC/AA-IVKEL/03-18/2025-26/ 193

दिनांक 07.07.2025

सेवा में,

निदेशक,  
वडोदरा किम एक्सप्रेसवे प्राइवेट लिमिटेड,  
सी-4, जिला केंद्र, साकेत,  
नई दिल्ली-110007

महोदय,

**विषय:** 31 मार्च 2025 को समाप्त वर्ष के लिए इरकॉन वडोदरा किम एक्सप्रेसवे लिमिटेड के वित्तीय विवरणों पर कंपनी अधिनियम 2013 की धारा 143 (6)(b) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ।

मैं, इरकॉन वडोदरा किम एक्सप्रेसवे प्राइवेट लिमिटेड के 31 मार्च 2025 को समाप्त वर्ष के वित्तीय विवरणों पर कंपनी अधिनियम 2013 की धारा 143 (6) (b) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ अग्रेषित कर रहा हूँ।

कृप्या इस पत्र की संलग्नको सहित प्राप्ति की पावती भेजी जाए।

संलग्न : यथोपरि

भवदीय,

तेग सिंह

प्रधान निदेशक (रेलवे वाणिज्यिक)

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA  
UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013, ON THE  
FINANCIAL STATEMENTS OF IRCON VADODARA KIM EXPRESSWAY  
LIMITED FOR THE YEAR ENDED 31 MARCH 2025**

The preparation of financial statements of IRCON Vadodara Kim Expressway Limited for the year ended 31 March 2025 in accordance with the financial reporting framework prescribed under the Companies Act, 2013, is the responsibility of the management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139 (5) of the Act is responsible for expressing opinion on the financial statements under Section 143 of the Act, based on independent audit in accordance with the standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 29 April 2025.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct supplementary audit of the financial statements of IRCON Vadodara Kim Expressway Limited or the year ended 31 March 2025 under Section 143 (6)(a) of the Act.

For and on the behalf of the  
Comptroller & Auditor General of India

**Place: New Delhi**

**Dated: 07.07.2025**



**Teg Singh**  
**Principal Director of Audit**  
**Railway Commercial, New Delhi**



**IRCON VADODARA KIM EXPRESSWAY LIMITED**  
**(‘IrconVKEL’)**

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**Registered & Corporate Office:**

**C-4, District Centre, Saket, New Delhi -110017, India**  
**Tel.: +91-11-29565666 | Fax: +91-11-26522000, 26854000**  
**E-mail id: [csirconvkel@gmail.com](mailto:csirconvkel@gmail.com)**