INFRADEBT

Infrastructure Refinance Redefined



ENABLING INDIA'S INFRASTRUCTURE TRANSFORMATION

EFFICIENT DEBT | GREEN INFRASTRUCTURE | PROSPEROUS INDIA

STRENGTHENING THE BACKBONE OF A TRANSFORMING INDIA.

INDIA INFRADEBT LIMITED
ANNUAL REPORT 2025-26

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Annual Report 2025-26
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www.infradebt.in

Corporate Information

Board of Directors

Mr. Arun Tiwari
Chairman & Independent Director

Mr. Vijay Maniar
Independent Director

Ms. Lata Pillai
Independent Director

Mr. Vipul Agarwal
Nominee Director

Mr. Lalit Tyagi
Nominee Director

Ms. Swati Vatsa
Nominee Director

Mr. Suvek Nambiar
Managing Director & CEO

Senior Management

Mr. Akash Deep Jyoti
Chief Risk Officer

Mr. Surendra Maheshwari
Chief Financial Officer

Mr. Pankaj Chandak
Head – Assets

Mr. Ankur Sood
Head – HR, IA & IT

Mr. Gaurav Tolwani
Company Secretary & Chief Compliance Officer

Joint Statutory Auditors

V C Shah & Co,
Chartered Accountants

N V C & Associates LLP,
Chartered Accountants

Registered Office

The Capital
'B' Wing, 1101A,
Bandra Kurla Complex
Mumbai – 400 051.

Registrar & Transfer Agent

For Equity:

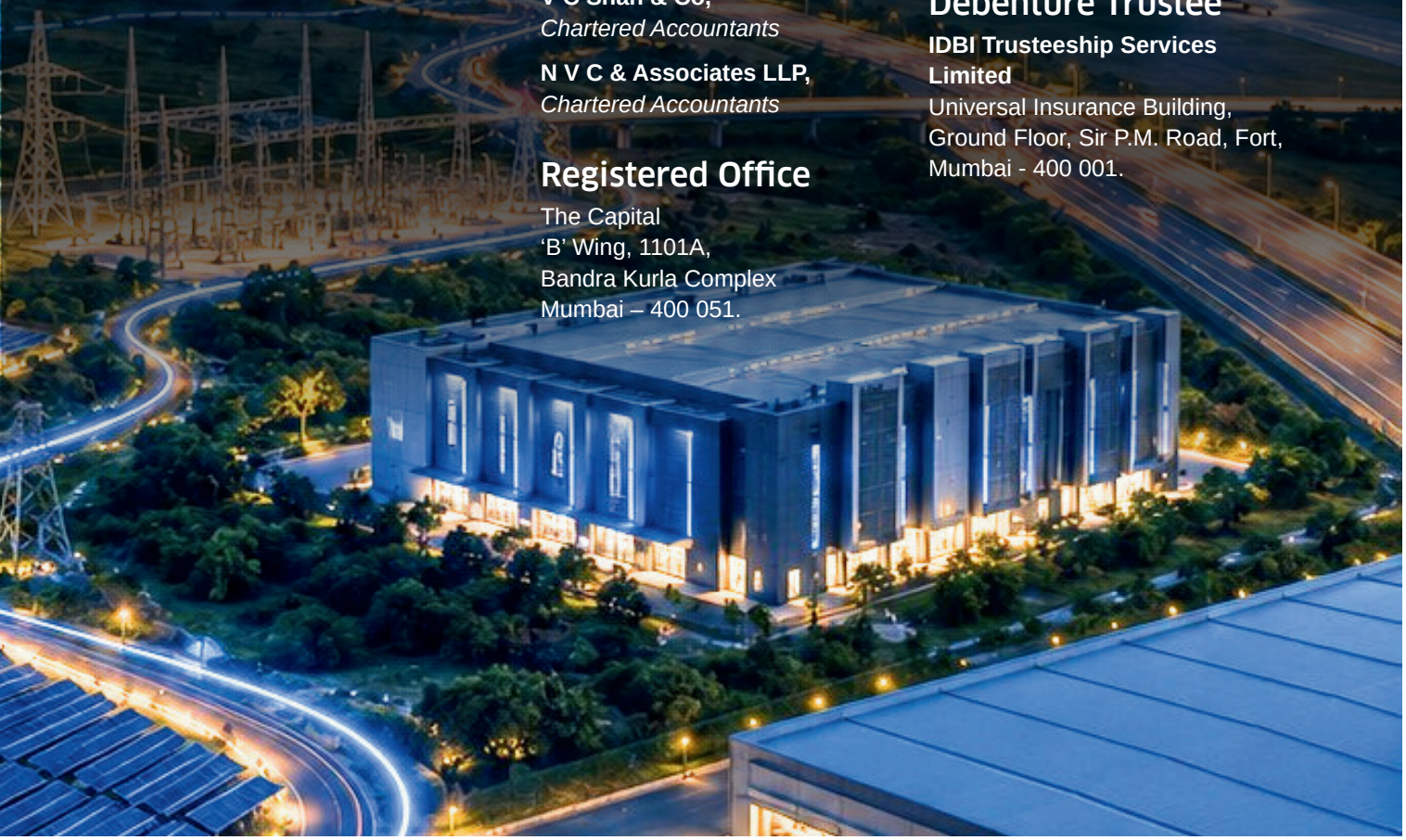
3i Infotech Limited
Tower #5, 3rd Floor,
International Infotech Park,
Vashi Railway Station Complex,
Vashi, Navi Mumbai – 400 703.

For Debentures:

MUFG Intime India Private Limited *(formerly Link Intime India Private Limited)*
C-101, 1st floor, 247 Park,
L.B.S. Marg, Vikhroli (W),
Mumbai - 400 083

Debenture Trustee

IDBI Trusteeship Services Limited
Universal Insurance Building,
Ground Floor, Sir P.M. Road, Fort,
Mumbai - 400 001.



TURNING INFRASTRUCTURE AMBITION INTO OPERATING REALITY.

With strong financial expertise, India Infradebt Limited is one of the leading Infrastructure Debt Fund-Non-Banking Financial Company (IDF-NBFC) that creates a win-win for both stakeholders of Infradebt and that of projects.



INFRADEBT
Infrastructure Refinance Redefined






Enabling India's Infrastructure Transformation

Infrastructure growth has a multiplier effect on a country's economy. Hence, infrastructure growth for India is critical towards achieving a USD Ten trillion economy by 2035. While financing of infrastructure by private sector entities in India has faced various challenges in the past, India Infradebt Limited continues to demonstrate that a private sector AAA rated Non-Banking Financial Company in infrastructure financing can provide adequate and safe returns to both its debt and equity investors and build a resilient and robust business for the long term.

THE i ADVANTAGE

iNVIGORATE

Financing infrastructure projects at competitive interest rates, with longer duration, serves to further strengthen project financial viability and returns. Besides, executing full/partial financing of the senior debt and providing structured benefits like moratorium and customized repayment schedule, improves the risk profile and leads to stronger credit rating for projects and upgrades their marketability to the Capital Markets.

iNCREMENTAL RETURNS

There's always room for improvement, even at the top. Competitive interest rates, coupled with structured benefits, lead to sustained cash flows. This improves project valuations and transforms them into attractive investment opportunities for investors.

iNSULATE

With primarily fixed-rate funding, all projects stay insulated from fluctuating financial markets, thus improving their long-term viability and profitability. As for NCD investments in Infradebt, it creates a stable risk-return profile through regulatory ring-fencing of asset exposure of Infradebt.

iNVIOLABLE COMMITMENT

Built on strong foundations, the Infradebt IDF-NBFC framework was conceived by the Ministry of Finance, and it has been operationalized by four of India's leading financial institutions – ICICI Bank Limited, Bank of Baroda, Citicorp Finance (India) Limited and Life Insurance Corporation of India

About Us

India Infradebt Limited (Infradebt) is an Infrastructure Debt Fund-Non-Banking Financial Company (IDF-NBFC) set up by four of India's leading financial institutions viz. ICICI Bank Limited, Bank of Baroda, Citicorp Finance (India) Limited and Life Insurance Corporation of India. The objective of the Company is to create an alternative class of funding infrastructure by bringing in long term domestic and offshore institutional investors such as insurance companies, provident and pension funds, banks amongst others.

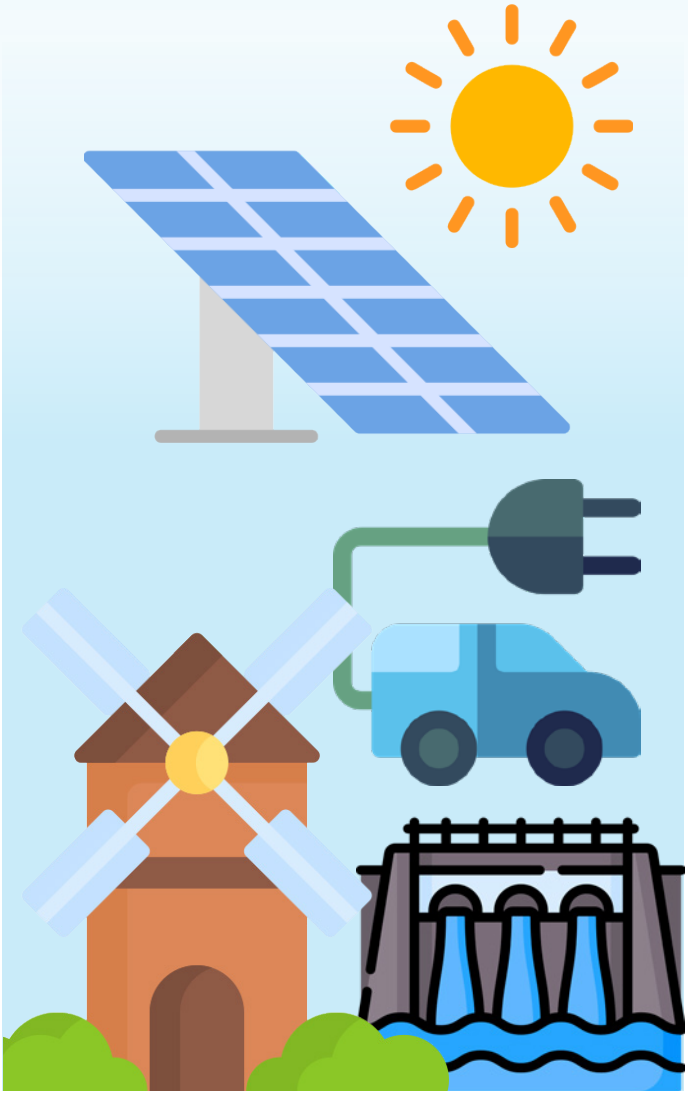


Infradebt aims to refinance Infrastructure Projects (which have completed atleast one year of satisfactory commercial operations) and reinforce their long term financial resilience. A major part of Company's portfolio comprises of renewable energy projects (solar, wind, hybrid and hydro). Infradebt has also refinanced infrastructure projects belonging to sectors such as roads awarded by the National Highways Authority of India, telecommunications, data centres, education, transmission, airports, hotels, storage and logistics.

Infradebt is allowed to borrow by way of bonds (Non-Convertible Debentures (NCDs)) with a minimum maturity of five years (except upto 10% of total outstanding borrowing as allowed by RBI). Infradebt is also allowed to raise funds through loan route under external commercial borrowings (ECBs) (earlier allowed only in NCDs form) (subject to minimum tenor of five years). With its strategic focus, it has a diverse range of long-term investors, of which the prominent categories include Life Insurance Companies, General Insurance Companies, Provident Funds, Pension Funds, Banks, other Corporates and Alternative Investment Funds (AIFs).

With an experienced management team, strong credit framework, sound business practices, and regulated business model, the Company has a long-term domestic credit rating of AAA with a stable outlook awarded by two leading rating agencies – CRISIL (majority-owned by S&P Global) and ICRA (majority-owned by Moody's Corporation).





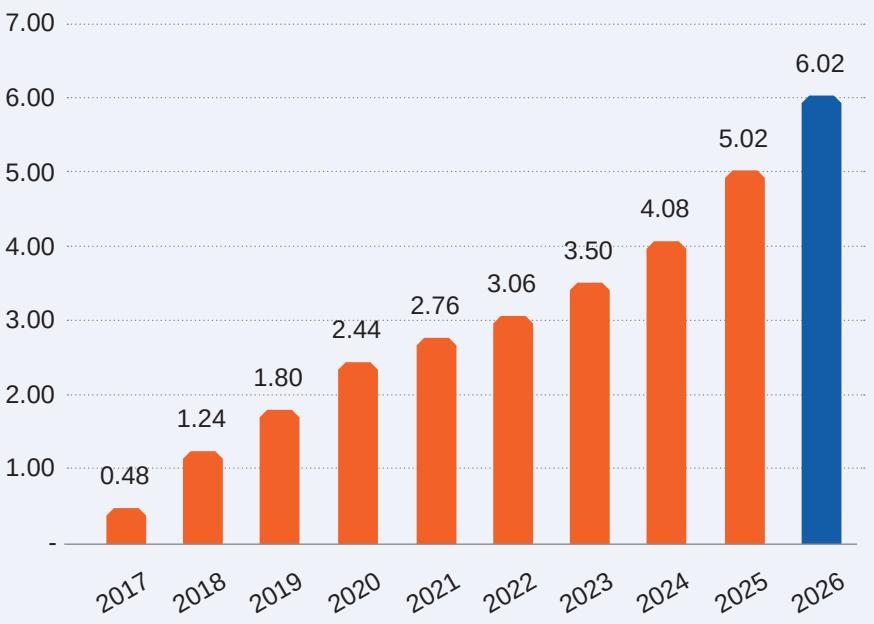
Performance Highlights

FY2026 Highlights

- Asset book: ₹ 308.68 billion billion (gross) (194 borrowers)
- Share of renewable energy projects at ~68% of portfolio by value
- Outstanding borrowings: ₹ 286.01 billion with more than 320 debt investors
- Profit after tax of ₹ 6.02 billion and Return on Equity of 15.5%
- Maintained highest credit rating by CRISIL and ICRA at AAA/Stable
- Ninth consecutive year of dividend distribution

Profit after Tax

(₹ in billion)



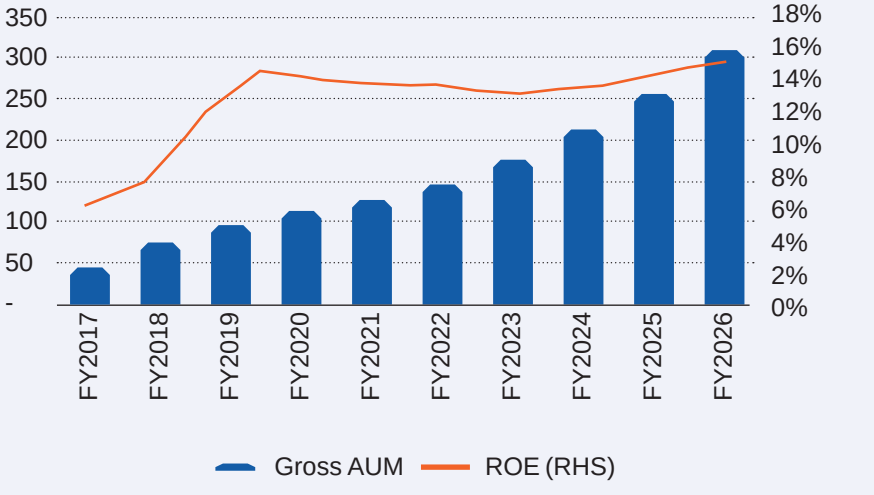
2018 onwards, the numbers are as per IndAS

Infradebt's Business Resilience Summary

- Asset book has demonstrated its resilience with zero principal losses to date.
- Earnings have been consistent across interest rate cycles and challenging economic events, including IL&FS related, COVID and increasing global macro-economic risks.
- These earnings have enabled Infradebt to grow consistently with adequate capital adequacy and provisions.

Growth with steady ROE

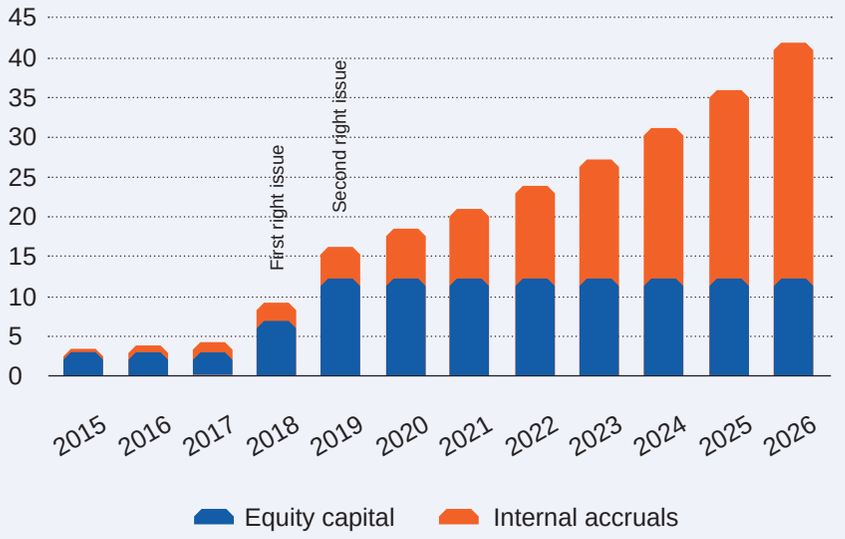
(₹ in billion)



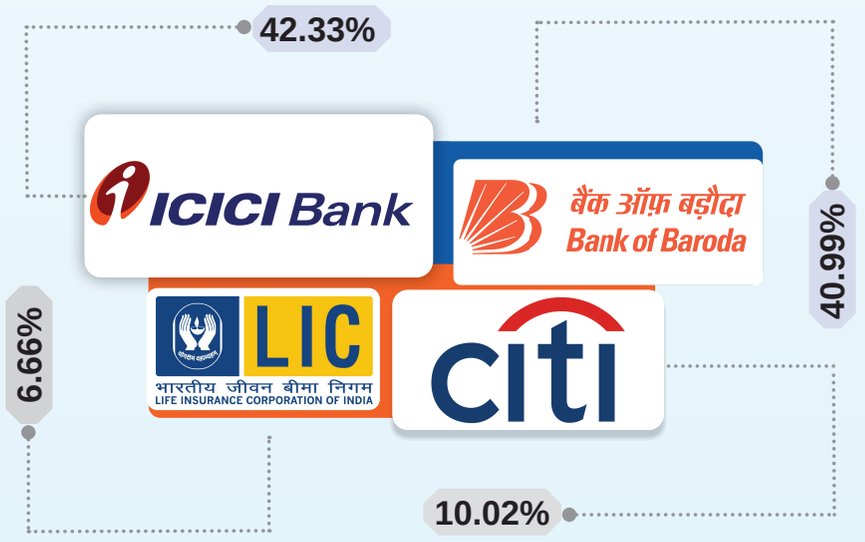
Generating own Growth Capital

» From 2019 onwards, Infradebt has been generating its own growth capital and will continue doing so for the foreseeable future.

Steady increase in shareholders funds (₹ in billion)



Shareholders



Vision

To be the most preferred infrastructure finance provider in India and contribute to nation building.

Mission

To provide best in class refinancing of infrastructure projects and to supplement bank funding of infrastructure development in India

Infrastructure Refinance Redefined

As the overall infrastructure requirements of the country are increasing, it is imperative that private sector financing towards the same also be robust. Infradebt continues to play a modest role towards this national cause.

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the Fourteenth Annual Report of India Infradebt Limited (Infradebt/the Company) with the audited statement of accounts for the year ended March 31, 2026.

FINANCIAL HIGHLIGHTS

The summary of the financial results for the year under review is as follows:

(₹ in million)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total Income	28,214.04	23,657.66
Total Expenditure (excluding depreciation)	22,182.24	18,609.29
Profit Before Depreciation & Tax	6,031.80	5,048.37
Less: Depreciation	11.53	24.81
Profit Before Tax	6,020.27	5,023.56
Less: Provision for Tax[1]	-	-
Profit After Tax	**6,020.27**	**5,023.56**
Other Comprehensive Income	1.30	(1.24)
Total Comprehensive Income	6,021.57	5,022.32
Appropriation:		
Special Reserve u/s 45-IC of Reserve Bank of India Act, 1934	1,204.05	1,004.71
Dividend paid on Equity shares	251.68	251.68
Balance carried to Balance Sheet	**4,565.83**	**3,765.93**

1. As per Section 10(47) of the Income Tax Act, 1961 (now governed by Section 11 Schedule VII Serial No. 46 of the Income Tax Act, 2025), income of Infradebt does not form part of total income and hence is exempt from income tax.

ANALYSIS OF THE FINANCIAL PERFORMANCE & DIVIDEND

In FY2026, Infradebt has made profit after tax of ₹ 6,020.27 million as compared to ₹ 5,023.56 million in FY2025. For FY2026, the total income was ₹ 28,214.04 million against ₹ 23,657.66 million in FY2025.

Infradebt proposes to transfer ₹ 1,204.05 million (Previous year: ₹ 1,004.71 million) to Special Reserve created u/s 45-IC of Reserve Bank of India Act, 1934 and carry forward ₹ 4,565.83 million (Previous year: ₹ 3,765.93 million) to the Balance Sheet.

Infradebt's Dividend Distribution Policy is based on the financial performance in the year, Statutory/ Regulatory requirements (Compliance to minimum capital adequacy, Tier I capital, Tier II capital, Net Non-Performing Asset Ratio, Maximum Dividend Payout Ratio, etc.), Capital requirement for business growth and stakeholders' objectives. Given the financial performance for FY2026 and in line with the Dividend Distribution Policy, your Directors are happy to recommend payment of a dividend of ₹ 0.29 per equity share for FY2026.

The payment of the final dividend is subject to approval by the Members at the ensuing Annual General Meeting. The payment of final dividend is in line with the Dividend Distribution Policy of the Company, in compliance with Section 123 of The Companies Act, 2013 and Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Declaration of Dividends) Directions, 2025.

SHARE CAPITAL

The Authorised equity share capital of Infradebt is ₹ 17,000.00 million divided into 1,700.00 million equity shares having a face value of ₹ 10 per equity share and the Authorised Preference share capital of Infradebt is ₹ 5,000.00 million divided into 500.00 million preference shares having a face value of ₹ 10 per preference share. The Issued equity share capital of Infradebt is ₹ 9,003.58 million divided into 900.36 million equity shares having a face value of ₹ 10 per equity share. The Subscribed and paid-up equity share capital of Infradebt as at March 31, 2026 was ₹ 8,678.71 million divided into 867.87 million equity shares having a face value of ₹ 10 per equity share.

There has been no change in the issued and paid-up share capital of the Company during the year.

STATE OF AFFAIRS OF THE COMPANY & FUTURE OUTLOOK

The operating and financial performance alongwith the future outlook of Infradebt has been covered in the Management Discussion and Analysis Report which forms part of this Directors' Report. During the year under review, there has been no change in the nature of business of Infradebt.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF INFRADEBT

There have been no material changes and commitments affecting the financial position of Infradebt which have occurred between the end of the financial year of Infradebt to which the financial statements relate and the date of the report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is enclosed with this Directors' Report as Annexure – 1.

DEBENTURE TRUSTEE

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Debenture Trustee are as under:

Name: IDBI Trusteeship Services Limited
Address: Universal Insurance Building, Ground Floor, Sir P. M. Road, Fort, Mumbai – 400 001
Tel No: 022-40807000
Fax No: 022-66311776
E-mail: itsl@idbitrustee.com / response@idbitrustee.com
Website: www.idbitrustee.com

The details are available on the website of Infradebt - www.infradebt.in.

DIRECTORS

The composition of the Board is in compliance with the applicable provisions of The Companies Act, 2013 and the rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 guideline(s) issued by the Reserve Bank of India and other applicable laws *inter alia* with respect to optimum combination of Executive and Non-Executive Directors, Independent Directors and appointment of Woman Director.

As at March 31, 2026, the Board of the Company comprised of seven Directors, of whom three were Non-Executive, Independent Directors (including one Woman Director), three were Nominee Directors and one was Executive Director (Managing Director & CEO).

During the year, no changes took place in the composition of the Board of Directors of Infradebt.

RETIREMENT BY ROTATION

In terms of Section 152 of The Companies Act, 2013 and the Articles of Association of Infradebt, Swati Vatsa is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible has offered herself for re-appointment. In the opinion of the Board, Swati Vatsa has requisite qualification and experience and therefore, the ordinary resolution in respect of re-appointment of Swati Vatsa has been included in the Notice convening the Fourteenth AGM of Infradebt vide item no. 3.

RESIGNATION OF INDEPENDENT DIRECTORS

During the year under review, none of the Independent Director(s) on the Board of Directors of the Company had resigned before the expiry of their respective tenure(s).

Directors' Report (contd.)

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS WITH THE COMPANY

During the year under review, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company, other than the sitting fees and commission paid to Independent Directors. During the year under review, the Company did not advance any loans and advances to any of its Directors.

DIRECTORS AND OFFICERS INSURANCE

Infradebt has taken a Directors and Officers (D & O) Insurance for all the Directors (including Independent Directors) and Senior Management of the Company. The Board is of the opinion that the sum assured and the risks presently covered under the D & O Insurance are adequate and commensurate with the size of operations of the Company.

ORDERLY SUCCESSION TO MANAGING DIRECTOR & CEO, SENIOR MANAGEMENT AND KEY MANAGERIAL PERSONNELS

The Company believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. Infradebt has in place a framework for orderly succession for appointment to positions of the Managing Director & CEO, Senior Management and Key Managerial Personnels.

CODE OF CONDUCT

Infradebt has a Board approved "Code of Business Conduct and Ethics" for Directors, Senior Management and Employees of the Company. This code has been placed on the website of Infradebt at https://www.infradebt.in/en/about_us_policies.

All the Directors and Senior Management have affirmed compliance with the Code of Business Conduct and Ethics for the year ended March 31, 2026.

DECLARATION BY INDEPENDENT DIRECTORS

As at March 31, 2026, Arun Tiwari, Vijay Maniar and Lata Pillai, Independent Directors on the Board of Infradebt have given declarations that they fulfilled the conditions specified in Section 149(6) of The Companies Act, 2013 and Regulation 16(1)(b) and Regulation 62N(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for an Independent Director and they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. All the Independent Directors have also given declarations that they are in compliance to Rule 6(1) & 6(2) of The Companies (Appointment and Qualifications of Directors) Rules, 2014 pursuant to inclusion of name in Independent Director's Databank. The declarations have been taken on record by the Board of Infradebt.

INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTOR(S) APPOINTED DURING THE FINANCIAL YEAR AND AFTER THE END OF THE FINANCIAL YEAR

During the year and till the date of this Directors' Report, there was no instance of appointment of new Independent Director(s). The Board of Infradebt confirms and is of the opinion that the Independent Directors on the Board of Infradebt have adequate expertise & experience (including proficiency) to act as an Independent Director and hold the highest standards of integrity.

REMUNERATION OF DIRECTORS

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board of Infradebt has approved the "Policy for Selection and Appointment of Directors & Officials in the Senior Management, their Remuneration and Remuneration of Other Employees" (Appointment and Remuneration Policy). Salient features of the Appointment and Remuneration Policy, *inter alia*, includes criteria for determining qualifications, positive attributes, independence of a Director, criteria for making payments to Non-Executive Directors in the form of sitting fees for each Meeting of the Board or Committee attended by them and commission on an annual basis to be paid to Independent Directors and other matters provided under Section 178(3) of The Companies Act, 2013. The Appointment and Remuneration Policy also

covers matters as per RBI guidelines on "Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFC's" forming part of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, such as criteria of remuneration for the Senior Management, KMP and other employees (including components like Principles of Compensation, Principles for Variable Pay, Deferral of Variable Pay and provision of Malus/ Clawback). The Appointment and Remuneration Policy has been placed on the website of Infradebt at https://www.infradebt.in/en/about_us_policies.

DETAILS OF THE MANAGERIAL REMUNERATION FOR THE YEAR ENDED MARCH 31, 2026:

a. Non-Executive Directors:

The details of sitting fees and commission paid to Independent Directors of the Company for FY2026 are as follows:

(₹ in million)

Sr. No.	Name of the Director	Commission	Sitting Fees
1.	Arun Tiwari, *Chairman and Independent Director*	2.00	1.02
2.	Vijay Maniar, *Independent Director*	1.50	0.79
3.	Lata Pillai, *Independent Director*	1.50	1.29

b. Managing Director & CEO:

Pursuant to the authority granted by the Shareholders at the Annual General Meeting held on August 18, 2022, the Board Governance, Remuneration & Nomination Committee determines and recommends to the Board, the amount of remuneration, including performance bonus and perquisites, payable to the Managing Director & CEO. The details of remuneration paid to Managing Director & CEO of the Company during FY2026 is as follows:

Sr. No.	Name of Executive Director	Gross Salary	Others Benefits, Perquisites and Allowances	Stock Options (numbers)
1.	Suvek Nambiar, Managing Director & CEO	₹ 49.75 million	₹ 18.18 million	31,58,430

STATEMENT ON FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS

The performance evaluation of the Board as a whole, its Committees and individual Directors is done on an annual basis, based on the questionnaire with specific focus on devotion of enough time and attention to long term strategic issues, openness and transparency in the discussion amongst Board Members, quality, quantity and timeliness of flow of information and discharge of fiduciary duties.

The Board and the Board Governance, Remuneration and Nomination Committee reviewed the performance of the individual Directors on the basis of the abovementioned criteria. In a separate Meeting of Independent Directors, performance of the Board as a whole, Chairman of the Company and the Board Committees was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed at the Board Meeting that followed the Meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

KEY MANAGERIAL PERSONNEL

There was no change in the Key Managerial Personnel (KMP) during the year under review. The KMP of Infradebt (within the meaning of the Section 203 of The Companies Act, 2013) includes Suvek Nambiar, Managing Director & CEO, Surendra Maheshwari, Chief Financial Officer and Gaurav Tolwani, Company Secretary & Chief Compliance Officer.

CORPORATE GOVERNANCE

Infradebt is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set out by Reserve Bank of

Directors' Report (contd.)

India, Securities and Exchange Board of India (SEBI) and The Companies Act, 2013. The report on Corporate Governance of the Company is enclosed with this Directors' Report as Annexure – 2. The report on Corporate Governance is prepared in accordance with Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of The Companies Act, 2013 (the Act), the Company has constituted a Corporate Social Responsibility (CSR) Committee. The details of composition of the CSR Committee is provided in the report on Corporate Governance. The CSR Committee has formulated and recommended to the Board, a CSR Policy indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy has been hosted on the website of Infradebt at https://www.infradebt.in/en/about_us_policies. Pursuant to Rule 9 of The Companies (Corporate Social Responsibility Policy) Rules, 2014 (CSR Rules), Composition of the CSR Committee, CSR Policy and CSR projects approved by the Board for FY2026 are disclosed on Infradebt's website at https://www.infradebt.in/en/about_us_regulatory_disclosures.

Infradebt lays significant emphasis on development of the communities around which it operates. Infradebt's CSR plan/programmes are designed based on the requirements of Schedule VII read with Section 135 of the Act. Over the past ten years, the Company has focused on CSR programmes (through projects undertaken by the CSR implementing agencies) relating to eradicating hunger, poverty and malnutrition and promoting health care including preventive healthcare. Infradebt follows a robust process including appraising and selecting technically sound CSR implementing agencies.

As per the provisions of the Act, the Company is required to spend atleast 2.0% of the average net profits of the Company made during the three immediately preceding financial years towards CSR activities. This amount aggregated to ₹ 84.02 million and the Company has spent ₹ 84.03 million towards CSR activities during FY2026. The annual report on CSR activities for the financial year ended March 31, 2026, as per Rule 8 of the CSR Rules is enclosed with this Directors' Report as Annexure – 3.

The details of CSR programmes with respect to the CSR funds disbursed to each CSR implementing agency/ government fund is as follows:

1. **Direct contribution of ₹ 10.00 million towards 'Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund' (PM CARES Fund)**: To support relief or assistance of any kind relating to public health emergency or any other kind of emergency, calamity or distress situation, like posed by the COVID-19 pandemic.
2. **PM Poshan Shakti Nirman Scheme (PM Poshan Scheme) (earlier known as "The National Programme of Mid-Day Meal (MDM) in Schools") (by The Akshaya Patra Foundation) - CSR registration no. CSR00000286:** Through this programme, The Akshaya Patra Foundation strives to eliminate classroom hunger by implementing the PM Poshan Scheme in Government and Government-aided schools in India. To support this initiative, Infradebt disbursed ₹ 2,51,25,000 to The Akshaya Patra Foundation for PM Poshan Scheme for Children in Government and Government-aided schools at Thane and Panvel in the State of Maharashtra and at Surat in the State of Gujarat and at Silvassa. The entire funds have been utilized towards the PM Poshan Scheme.
3. **Financial support for cancer treatment (by ImPaCCT Foundation of Tata Memorial Centre) - CSR registration no. CSR00001287:** Through this programme, ImPaCCT Foundation provides financial support to pediatric and young adult cancer patients taking treatment at Tata Memorial Hospital. With the support of Infradebt, ImPaCCT Foundation has fully utilized ₹ 3,31,00,000 towards providing financial support for cancer treatment to beneficiaries within the age group of less than a month to 18 years through its hospitals/ affiliated hospitals in Mumbai, Muzaffarpur and Varanasi.
4. **Rashtriya Netra Yagna (by Vision Foundation of India (VFI)) - CSR registration no. CSR00002065:** Rashtriya Netra Yagna is a flagship programme of VFI, aiming to treat needy people from all over India requiring eye surgery(ies). To support this initiative, Infradebt disbursed ₹ 1,58,00,000 to VFI, which was

utilized for free cataract and other eye surgeries of the marginalized strata of the society through associate hospitals of VFI in the State of Odisha, Uttar Pradesh, Gujarat, Assam, Bihar, Karnataka, Delhi, Uttarakhand, Punjab, Haryana, Jharkhand, West Bengal, Andhra Pradesh and Madhya Pradesh.

In line with the requirement of Rule 4(5) of the CSR Rules, Chief Financial Officer has certified that the funds disbursed have been utilised for the purpose and in the manner approved by the Board for the financial year ended March 31, 2026.

COMPLIANCE CERTIFICATE

Pursuant to compliance with Regulation 62D(14) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director & CEO and Chief Financial Officer have certified to the Board with regard to the preparation of financial statements that internal controls were maintained for financial reporting, there were no significant changes in internal controls, there were no significant changes in accounting policies and there were no instances of significant fraud during the year ended March 31, 2026. The said Certificate is enclosed with this Directors' Report as Annexure – 4.

COMPLIANCE CERTIFICATE ON CONDITIONS OF CORPORATE GOVERNANCE BY A PRACTICING COMPANY SECRETARY

Infradebt is a High Value Debt Listed Entity (HVDLE) pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 dated September 7, 2021. Accordingly, Regulation 16 to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) viz. Corporate Governance norms became applicable to Infradebt with effect from September 7, 2021 on comply or explain basis until March 31, 2025. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025 dated March 27, 2025, a separate chapter viz. Chapter VA has been introduced for Corporate Governance norms for a listed entity which has listed its Non-Convertible Debt Securities effective March 28, 2025. Infradebt has been submitting the quarterly compliance report on corporate governance to BSE Limited as required under Regulation 62Q of SEBI LODR Regulations from the applicable period.

Pursuant to Part E of Schedule V of SEBI LODR Regulations, Infradebt has obtained a compliance certificate from a practicing company secretary regarding compliance of conditions of corporate governance which is enclosed with this Directors' Report as Annexure – 5.

ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of The Companies Act, 2013 and Regulation 62(1)(k) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Annual Return for FY2026 in Form MGT-7 is hosted on the website of Infradebt at www.infradebt.in.

ISSUE OF DEBENTURES

With an increase in the portfolio during the year, Infradebt has accessed borrowed funds to meet its funding requirement. Infradebt met its funding requirement through issue of secured Non-Convertible Debentures aggregating to ₹ 76.55 billion during FY2026. As at end of FY2026, the total outstanding borrowings (as per IND-AS) have reached ₹ 286.01 billion.

The Company has been regular in repayment of its borrowings and payment of interest thereon.

CREDIT RATINGS

As at March 31, 2026, the secured Non-Convertible Debentures (NCDs) have been rated "AAA/Stable" by CRISIL Limited and ICRA Limited. As at March 31, 2026, the unsecured NCDs (in the form of subordinated debt) of Infradebt have been rated "AAA/Stable" by CRISIL Limited and ICRA Limited.

The ratings mentioned above were reaffirmed by the Rating Agencies during FY2026. With the above rating affirmations, Infradebt continues to enjoy the highest level of rating from major rating agencies.

EMPLOYEES STOCK OPTION PLAN

The Members at the Sixth Annual General Meeting (AGM) held on September 17, 2018, approved the "India Infradebt Limited – Employees Stock Option Plan 2018" (ESOP 2018), to enable Infradebt to attract and retain talented human resources by offering them an opportunity to

Directors' Report (contd.)

acquire a continuing equity interest in the Company which will reflect their efforts in building growth and profitability of the Company. The Scheme also aligns with the long term interest of all stakeholders. The ESOP 2018 was successfully implemented, and the Company had, from time to time, granted, cancelled and re-allocated stock options to the eligible employees from amongst the aforesaid ESOP 2018.

Further, to expand the pool for the purpose of awarding stock options for the next few years and uninterruptedly enable the Company to attract and retain talented human resources by offering them an opportunity to acquire a continuing equity interest in the Company, the Members at the Eighth AGM held on September 24, 2020, approved the "India Infradebt Limited – Employees Stock Option Plan 2020" (ESOP 2020).

Disclosure with respect to the ESOP 2018 and ESOP 2020 in terms of Section 62 of The Companies Act, 2013 read with Rule 12(9) of The Companies (Share Capital and Debentures) Rules, 2014, is enclosed with this Directors' Report as Annexure – 6.

PUBLIC DEPOSITS

Infradebt being a Non-Deposit Taking Non-Banking Financial Company has not accepted any deposits from the public during the period under review and shall not accept any deposits from the public without obtaining prior approval of Reserve Bank of India.

RESERVE BANK OF INDIA GUIDELINES

Infradebt is having a valid Certificate of Registration dated February 8, 2013 issued by Reserve Bank of India (RBI) under Section 45 IA of the Reserve Bank of India Act, 1934 to act as an Infrastructure Debt Fund - Non-Banking Financial Company. Infradebt has been complying with the RBI Regulations as are applicable to it as a Non-Banking Financial Company – Middle layer.

Pursuant to para 60A of Reserve Bank of India (Non-Banking Financial Companies – Undertaking of Financial Services) Directions, 2025 read with para 18(4) of the Reserve Bank of India (Commercial Banks – Undertaking of Financial Services) Directions, 2025, those NBFCs which are group entities of a Scheduled Commercial Bank should adhere to the Regulations as applicable to Upper Layer NBFC other than the requirement for listing, irrespective of whether the NBFC has been specifically identified by the Reserve Bank as Upper Layer or not. Accordingly, Infradebt being a group entity of Scheduled Commercial Bank(s), is required to adhere to the regulations as applicable to NBFC – Upper Layer, other than the requirement of listing. However, Infradebt shall continue to be in Middle layer as per the regulatory structure under Scale Based Regulation.

A detailed compliance to Corporate Governance requirements issued by RBI is provided in Annexure – 2 under head "Disclosures as per RBI Master Direction".

AUDITORS

Pursuant to Reserve Bank of India guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)(RBI Guidelines) dated April 27, 2021 (repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies - Statutory Audit) Directions, 2026 dated July 31, 2026), the Company with an asset size of ₹ 150.00 billion and above as at the end of previous year is required to appoint joint Statutory Auditors for audit of its accounts. Further, as per RBI Guidelines, the entities can appoint the SCAs/ SAs for a continuous period of three years, subject to the firm satisfying the eligibility norms on a continuous basis. An audit firm would not be eligible for re-appointment for six years (two tenure) post completion of full or part of one term of the audit tenure.

Infradebt had crossed the threshold of asset size of ₹ 150.00 billion as at September 30, 2021. Accordingly, in compliance with RBI guidelines, Section 139, 141, 142 and other applicable provisions, if any, of The Companies Act, 2013 (the Act) and the rules framed thereunder and based on the recommendation of the Audit Committee, the Board at its Meeting held on July 22, 2022 approved the appointment of M/s. G. D. Apte & Co., Chartered Accountants (Firm Registration No. 100515W) (GDA) for a period of three years, for audit of Financial Statements from FY2023 to FY2025, to hold office from the conclusion of the Tenth AGM till the conclusion of Thirteenth AGM to be held in the year 2025 as joint Statutory Auditor of Infradebt subject to the approval of the Members. Further, the Members at the Tenth AGM held on August 18, 2022 approved the appointment of GDA as joint Statutory Auditors and authorised the Board to fix the remuneration payable to them.

Further, on the recommendation of the Audit Committee, the Board at its Meeting held on April 26, 2024 approved the appointment of M/s. V C Shah & Co, Chartered Accountants (Firm Registration No. 109818W) (VCS) as the joint Statutory Auditor for a period of three years, for audit of Financial Statements from FY2025 to FY2027, to hold office from the conclusion of the Twelfth AGM till the conclusion of Fifteenth AGM to be held in the year 2027. The Members at the Twelfth AGM held on September 5, 2024 approved the appointment of VCS as joint Statutory Auditors and authorised the Board to fix the remuneration payable to them.

Since GDA had completed its tenure at the conclusion of Thirteenth AGM held in the year 2025 and were ineligible to continue as joint Statutory Auditors, the Board at its Meeting held on July 16, 2025 approved the appointment of M/s N V C & Associates LLP, Chartered Accountants (Firm Registration No. 106971W/W101085) (NVC) as the joint Statutory Auditor for a period of three years, for audit of Financial Statements from FY2026 to FY2028, to hold office from the conclusion of the Thirteenth AGM till the conclusion of Sixteenth AGM to be held in the year 2028. The Members at the Thirteenth AGM held on September 4, 2025 approved the appointment of NVC as joint Statutory Auditors and authorised the Board to fix the remuneration payable to them.

VCS and NVC have expressed their willingness to continue as joint Statutory Auditors of Infradebt for FY2027 and provided the certificate that they continue to meet and satisfy the eligibility criteria (including independence) as required under the Act and RBI Guidelines.

The Audit Committee at its Meeting held on April 15, 2026 evaluated the individual performance of VCS and NVC for FY2026 and found their performance as “Good”. Further, the Board on the recommendation of Audit Committee noted the eligibility and confirmed to continue VCS and NVC as joint Statutory Auditors of Infradebt for FY2027.

AUDITORS’ REPORT

The Auditors’ Report to the Members does not contain any qualification or adverse remarks. The Notes to the Accounts referred to in the Auditors’ Report are self-explanatory and do not call for further comments.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

In terms of Section 204 of The Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 62M(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Jaiprakash R. Singh & Associates, Company Secretaries were appointed to undertake the Secretarial Audit for FY2026. The Secretarial Audit Report is enclosed with this Directors’ Report as Annexure – 7. There are no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

SEBI vide its notification dated January 22, 2026, issued amendment to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, thereby directing High Value Debt Listed Entities (HVDLEs) to adhere with provision of Regulation 24A (applicable to equity listed entities) for undertaking Secretarial Audit. Accordingly, Infradebt is required to appoint the secretarial audit firm for not more than two terms of five consecutive years with the approval of the Members at its AGM.

In view of the above, the Board of Directors at its Meeting held on July 15, 2026 approved the appointment of M/s. Jaiprakash R. Singh & Associates as Secretarial Auditor for a term of five years i.e., from FY2027 to FY2031 subject to approval of Members. Accordingly, the resolution for seeking approval of the Members for appointment of M/s. Jaiprakash R. Singh, Practicing Company Secretaries (Firm Unique Code: S2001MH794800 and Peer Review certificate No: 7719/2026), as Secretarial Auditor has been included in the Notice convening the Fourteenth AGM of Infradebt vide item no. 14.

ANNUAL SECRETARIAL COMPLIANCE REPORT

In terms of Regulation 62M(2) (read with Regulation 24A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Infradebt has obtained a Secretarial Compliance Report for FY2026 for all applicable compliances as per SEBI Regulations, Circulars/Guidelines

Directors' Report (contd.)

issued thereunder and Circulars/ Notices issued by BSE Limited. The Annual Secretarial Compliance Report has been submitted to BSE Limited within 60 days of the end of the financial year and is available on the website of BSE Limited at www.bseindia.com and on the website of Infradebt at www.infradebt.in.

INSTANCES OF FRAUD, IF ANY, REPORTED BY THE AUDITORS

During the year under review, in terms of the provisions of Section 143(12) of The Companies Act, 2013, the joint Statutory Auditors have not reported any incident of fraud to the Audit Committee.

SECRETARIAL STANDARDS

The relevant Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) related to the Board Meetings and General Meetings have been complied with by Infradebt.

PARTICULARS OF LOANS, GUARANTEE, INVESTMENT OR SECURITIES

Infradebt being an Infrastructure Debt Fund – Non-Banking Finance Company, is engaged in the business of refinancing of infrastructure projects in the ordinary course of business, accordingly, provisions of Section 186 of The Companies Act, 2013 (the Act) relating to the loans given, investment made, guarantee given or securities provided are not applicable to Infradebt. Thus, provisions of Section 134(3) (g) of the Act requiring to provide the particulars of loans, guarantees or investments are not applicable and hence not given.

DISCLOSURES PURSUANT TO REGULATION 53(1)(F) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (SEBI LODR REGULATIONS) AS ON MARCH 31, 2026

The disclosures in compliance with the Accounting Standard on "Related Party" required as per point 1 of Part A of Schedule V of SEBI LODR Regulations and disclosures of transactions of Infradebt with any person or entity belonging to its promoter/promoter group which hold(s) 10.0% or more shareholding as per point 2A of Part A of Schedule V of SEBI LODR Regulations have been provided in Note 2AC of Notes to Accounts included in the Financial Statements section of this Annual Report. The disclosure requirements referred to in point 2 of Part A of Schedule V of SEBI LODR Regulations are not applicable as Infradebt does not have any holding or subsidiary Company.

DISCLOSURE OF LARGE CORPORATE ENTITY

Infradebt has been identified as a "Large Corporate" under the framework provided by Chapter XII of SEBI Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated October 15, 2025 and accordingly, has ensured that not less than 25% of its qualified borrowings during the financial year was by way of issuance of debt securities.

CODE OF CONDUCT AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, Infradebt has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives.

RISK MANAGEMENT POLICY

Infradebt has in place a Progressive Risk Management System to identify, assess, monitor and mitigate various risks to key business objectives on an on-going basis. There are 41 Board approved policies which are dynamic in nature and are updated/modified at least on a yearly basis to adapt to the dynamics of business requirement (evolving in nature), external factors viz. pandemics, wars, interest rate movements, inflation trends, to align with regulatory amendments, if any, and to streamline the existing procedures. Key policies include Credit and Recovery Policy, Internal Capital Adequacy Assessment Process (ICAAP) Policy, Operational Risk Management and

Operational Resilience Policy, Liquidity and Interest Rate Risk Policy, Know Your Client and Anti-Money Laundering Policy, Fair Practices Code, Corporate Social Responsibility Policy, Resource Planning Policy, Information Security and Technology Policy, Business Continuity Plan and Disaster Recovery Plan and Expected Credit Loss Policy. The Board has also constituted following Committees (headed by Independent Directors) to focus on the critical functions of Infradebt such as:

(i) Board Governance, Remuneration and Nomination Committee

(ii) Audit Committee

(iii) Board Risk Management Committee

(iv) Board Credit Committee

(v) Information Technology Strategy Committee

(vi) Corporate Social Responsibility Committee

(vii) Stakeholders Relationship Committee (dissolved w.e.f. July 16, 2025)

(viii) Compromise Settlement Committees

In addition to the above-mentioned Committees, the Board has also constituted Executive Committees such as:

(i) Executive Credit Committee

(ii) Asset Liability Management Committee

(iii) Information Technology Steering Committee

(iv) Debenture Allotment Committee

(v) Management Committee

(vi) Review Committee for identification of Wilful Defaulter

(vii) Information Security Committee, and

(viii) Committee for identification of Wilful Defaulter

The Board has appointed a Chief Risk Officer (CRO) to function independently with specific roles and responsibilities ensuring independent functioning for the highest standards of Risk Management. Infradebt has adequate internal controls and processes in place with respect to its financial statements, which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certification from Internal Auditor/ Statutory Auditors. In addition, the Internal Auditor undertakes Risk Based Internal Audit (RBIA) of the various functions of the Company and reviews these internal control systems annually. The audit observations and follow up actions thereon are reported to the Audit Committee and Board of Directors. In line with RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (now repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025, Infradebt has adopted ICAAP Policy at its Board Meeting held on July 22, 2022. Accordingly, the annual ICAAP exercises were approved by the Board of Directors from FY2023 onwards. The fourth annual ICAAP exercise for FY2026 was approved at the Board Meeting held on April 15, 2026. The ICAAP exercise is reviewed by the external firm assisting in RBIA.

Operational Risk Management Framework

In line with the RBI guidance note dated April 30, 2024 (now repealed and replaced by Guidance Note on Operational Risk Management and Operational Resilience dated November 28, 2025), the Board of Directors adopted Operational Risk Management and Operational Resilience (ORM) Policy in July 2024. The Policy was reviewed in July 2025 and includes the framework for risk measurement, change management, incident management, critical operations & impact tolerance, operational risk disclosure and risk training schedule. Risk Control Self-Assessment across functions is also completed. Critical operations have been identified by respective functions and are part of ORM Policy. The functions also specify Recovery Time Objective, Recovery Point Objective and action plan to prevent any disruption in operations.

RELATED PARTY TRANSACTIONS

Infradebt has formed a Board approved Policy on Related Party Transactions in line with the requirements of The Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations). The Policy provides definition to terms like Material Related Party Transaction, Material modification and Arm's Length Transaction; a framework for proper approval, reporting and disclosure of transactions between Infradebt and its related parties. The Policy on Related Party Transactions has been hosted on the website of Infradebt at https://www.infradebt.in/en/about_us_policies.

Directors' Report (contd.)

All related party transactions (RPT) that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and are in compliance with the applicable provisions of the Act and SEBI LODR Regulations. Pursuant to the provisions of Section 134(3) (h) of the Act read with Rule 8(2) of The Companies (Accounts) Rules, 2014, the particulars of material contract or arrangements entered into by the Company with related parties referred to in Section 188(1) of the Act including certain arm's length transactions under fourth proviso thereto are disclosed in Form No. AOC-2 which is enclosed with this Directors' Report as Annexure – 8.

All related party transactions (material and non-material) are reported to the Audit Committee for its review on a quarterly basis. In addition, as per the SEBI LODR Regulations, Infradebt on half yearly basis has submitted (alongwith its financial results), disclosure on related party transactions to BSE Limited and also published the same on its website.

As per the Policy on Related Party Transactions read with Regulation 62K of SEBI LODR Regulations, all material related party transactions and material modifications requires Shareholders approval. Accordingly, the resolution for seeking approval of the Members on material related party transactions to be entered for FY2027 was approved by the Members at the Thirteenth AGM held on September 4, 2025.

Further, the resolution for seeking approval of the Members on material related party transactions to be entered for FY2027 (one new RPT) and FY2028 is proposed to the Members in the Notice of the Fourteenth AGM vide item nos. 5 and 6. You are requested to consider and approve the same.

In compliance with Regulation 62K(5) of the SEBI LODR Regulations, the Debenture Trustee of the Company viz. IDBI Trusteeship Services Limited (IDBI) vide its letter dated August 6, 2026 provided a No-Objection Certificate (NOC) for the material related party transactions to be entered into during FY2027 (one new RPT) and FY2028 with the related parties. IDBI provided its NOC basis the NOC/confirmation provided by the Debenture holders.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

Since Infradebt does not own any manufacturing facility and considering its activities as an Infrastructure Debt Fund - Non-Banking Financial Company, the particulars regarding conservation of energy and technology absorption as required to be disclosed pursuant to Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 are not applicable and hence not given.

During FY2026, Infradebt did not have any foreign exchange earnings and expenditure.

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

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its future operations.

MAINTENANCE OF COST RECORDS

The maintenance of cost records, for the services rendered by the Company, pursuant to Section 148(1) of The Companies Act, 2013 read with Rule 3 of The Companies (Cost Records and Audit) Rules, 2014 is not required. Hence, the disclosure requirement under Rule 8(5)(ix) of The Companies (Accounts) Rules, 2014 is not applicable.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY

The Company does not have any subsidiary, associate and joint venture company within the meaning of Section 2(87) and 2(6) of The Companies Act, 2013 and no new subsidiary, associate and joint venture company was formed during FY2026.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

The Company, in the capacity of Financial Creditor, has not filed any applications with National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016 during FY2026 for recovery of outstanding loans against any customer being Corporate Debtor.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONGWITH THE REASONS THEREOF

During FY2026, there was no instance of one time settlement for the loans taken over by Infradebt from any Banks or Financial Institutions.

PERSONNEL

In terms of Section 197 of The Companies Act, 2013 (the Act) read with Rule 5(2) and Rule 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement relating to particulars of employees of the Company is provided in the Annexure forming part of this Report. In terms of proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid Annexure. The said statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days. Any Member interested in obtaining a copy of this statement may write an email or letter to the Company Secretary at the Registered Office.

The Board of Directors affirms that the remuneration paid to the employees of the Company is as per the Policy for selection and appointment of directors & officials in the senior management, their remuneration and remuneration of other employees and is in accordance with the requirements of the Act, Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions dated November 28, 2025 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and none of the employees listed in the said Annexure are related to any Directors of the Company.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this Directors' Report as **Annexure – 9**.

INFORMATION REQUIRED UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to number of complaints during the year has been provided below:

a. number of complaints filed/received during the financial year: Nil

b. number of complaints disposed off during the financial year: Nil

c. number of cases pending for more than ninety days: Nil

d. number of complaints pending at the end of the financial year: Nil

MATERNITY BENEFIT

The Company has complied with the provisions relating to the Maternity Benefit Act, 1961.

INTERNAL FINANCIAL CONTROLS

As per the requirement of Section 134(3)(q) of The Companies Act, 2013 and Rule 8(viii) of Companies (Accounts) Rules, 2014, Infradebt has in place adequate financial controls commensurate with its size, scale and complexity of operations with reference to its financial statements. Standard Operating Procedures and Risk Control Matrices have been designed to provide reasonable assurance about recording and providing reliable financial information, ensuring integrity in conducting business, accuracy and completeness in maintaining accounting

Directors' Report (contd.)

records and prevention and detection of frauds and errors and is included in the Management Discussion and Analysis Report.

In addition to the above, Risk-based Internal Audit (RBIA) is undertaken on periodic basis to independently validate the existing controls as per the assigned scope. The Audit Committee of Infradebt also reviewed various observations and process improvement opportunities of business processes made by the auditor and monitors the progress for implementation of the various audit recommendations.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) and Section 134(5) of The Companies Act, 2013 (the Act), the Directors confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards had been followed and there were no material departures from the same;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of Infradebt for the year ended March 31, 2026 and of the profit of Infradebt for this year;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of Infradebt and for preventing and detecting fraud and other irregularities;
4. they have prepared the annual accounts on a going concern basis;
5. they have laid down internal financial controls to be followed by Infradebt and such internal financial controls were adequate and were operating effectively; and
6. they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

Infradebt is grateful to the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Ministry of Finance, Ministry of New and Renewable Energy, Ministry of Road Transport and Highways, National Highways Authority of India, Insurance Regulatory & Development Authority of India, other regulatory authorities, concession granting authorities, clients, consultants, credit rating agencies, debenture trustee, debt arrangers, debt investors, internal auditor, joint statutory auditors, bankers and other stakeholders for their valuable guidance and support and wishes to express sincere appreciation for their continued cooperation and assistance. Infradebt looks forward to their continued support in future.

Infradebt would also like to express its gratitude for the support and guidance received from ICICI Bank Limited, Bank of Baroda, Citicorp Finance (India) Limited and Life Insurance Corporation of India.

The Directors express their deep sense of appreciation for the commitment and hard work, put in by the Management and the employees, which have helped Infradebt improve its business performance.

For and on behalf of the Board

Arun Tiwari
Chairman
(DIN: 05345547)

Date : August 11, 2026
Place : Mumbai

Declaration regarding compliance with the Code of Business Conduct and Ethics by the Board of Directors and Senior Management

I confirm that all Directors and Members of the Senior Management have affirmed compliance with Code of Business Conduct and Ethics for the year ended March 31, 2026.

Suvek Nambiar
Managing Director & CEO
(DIN: 06384380)

Date : August 11, 2026
Place : Mumbai

Annexure – 1

MANAGEMENT DISCUSSION AND ANALYSIS

A) HIGHLIGHTS OF THE YEAR

FY2026 marked yet another milestone for Infradebt, with asset book crossing ₹ 300.00 billion with underlying annual growth of 20%. This growth was achieved along with continued focus on profitability, yielding Return on Equity (RoE) of 15.5%. Our Profit After Tax (PAT) for the year was ₹ 6.02 billion (y-o-y growth in PAT of 20.0%). Our focus on asset quality also continued, with weighted average external rating of "A" for the portfolio.

B) INDUSTRY STRUCTURE AND DEVELOPMENTS

On the macro-economic front, major multi-lateral institutions have forecasted global economic growth for calendar year (CY) 2025 at 3.2%- 3.3%. This reflects a slight moderation from 2024 levels, largely due to trade tensions, policy uncertainty and slowing economic activity in some economies. For the coming year, the global economy is expected to face significant headwinds due to ongoing geopolitical situation in middle east and its impact on energy supply and supply chain.

India has continued to remain one of the bright spots in global economy and is expected to be fastest growing large economy in the world despite global headwinds. In February 2026, the Government of India (GOI) has updated the GDP base year to 2022-23 to improve accuracy and better capture structural shifts in the economy. India's economic growth for FY2026 is expected to be ~7.0% as per GOI estimates. The resilience in Indian economy is driven by Government initiatives, substantial infrastructure development and expansion in core manufacturing sectors. For FY2027, India's GDP growth is projected at ~7.0%. However, prolonged conflict in West Asia may impact oil/energy prices and may negatively impact capital expenditure plan of private industries, thereby impacting growth trajectory. Impact of energy situation on Indian industries, bond market rates and overall interest rate scenario would be a key monitorable.

GOI has continued its focus on capital expenditure. In the Union Budget for FY2027, public capital expenditure has been projected at ~₹ 12,200.00 billion, an increase of ~9.00% over previous year. The capital expenditure growth is infrastructure-led, with focus on high-speed rail corridors, national waterways and urban infrastructure. The Union Budget announced a new 2,052-km Dankuni–Surat Dedicated Freight Corridor (DFC) to connect West Bengal in the east with Gujarat in the west, enhancing east-west freight logistics. It announced establishment and operationalization of 20 new waterways over next five years. The waterways are expected to enhance cargo movement and reduce rail/road congestion. The Budget also announced creation of an "Infrastructure Risk Guarantee Fund" to provide partial credit guarantees to lenders, aimed at de-risking infrastructure financing. This fund aims to lower risks, reduce financing costs for construction-stage projects and encourage private sector investment.

GOI has allocated ~₹ 330.00 billion for the Ministry of New and Renewable Energy, which is ~24% increase from FY2026 levels for solar, wind and storage projects. Further, in last budget, GOI has increased the emphasis on domestic manufacturing ecosystem and industry de-carbonization. Significant component (~₹ 200.00 billion) has been allocated to strengthen supply chain for batteries and solar cells. ~₹ 54.00 billion has been allocated towards viability gap funding support for 30 GWh energy storage capacity. After announcing nuclear energy mission in FY2026 budget, GOI has announced setting up of five indigenous small module reactors by 2033.

The road construction during FY2026 slowed to ~9,500 kms (as against ~10,500 km in FY2025) on account of muted project award activity. For FY2027 also, the road construction is expected at ~9,500 km. The Union Budget for FY2027 allocated ₹ 3090.00 billion to the Ministry of Road Transport and Highways, an increase of ~8% over FY2026 revised estimates. In line with the earlier years' budget announcements, it has continued with a nil borrowing programme for the National Highways Authority of India (NHAI) while keeping the allocation at a healthy level. TOT model remains active to monetize operational national highways. NHAI has raised over ₹ 283.00 billion in FY2026 through Toll-Operate-Transfer (TOT) bundles and InvITs (Infrastructure Investment Trusts). For FY2027, NHAI has set target of ~₹ 300.00 billion for monetisation by TOT & InVIT mode and has already identified 10 projects for TOT Bundle-3, TOT-17 and 18. TOT-18, a 74.5 km stretch in Odisha, was awarded to IRB Group for ₹ 30.87 billion. While GOI has been pushing to revive the Build Operate Transfer (BOT) model, the latest tenders (including March 2026 tender for ~900 km road stretches across Gujarat & Maharashtra) have not received positive response from developers as developers are still avoiding traffic risk in new stretches.

GOI has continued its focus on other infrastructure sectors, mainly water, urban infrastructure and tourism. Development of seven new high-speed rail corridors has been announced, connecting major cities like Mumbai-Pune-Hyderabad, Chennai-Bengaluru, and Varanasi-Siliguri to enhance regional mobility. The outlay for Jal Jeevan Mission has been enhanced in FY2027 budget. ~₹ 80.00 billion has been allocated for improving urban water supply, sewage treatment and

MANAGEMENT DISCUSSION AND ANALYSIS (contd.)

drainage systems. In tourism sector, the plan to include hotels in 50 select destinations under harmonised list of Infrastructure is expected to improve tourism sector's capability to leverage long tenor financing.

Historically, power transmission infrastructure development has lagged the power generation infrastructure. It is currently undergoing a massive expansion, driven by a planned investment of ~ ₹ 9,000.00 billion by 2032 to triple clean power capacity. India aims to add ~1.90 lakh circuit km of transmission lines by 2032 which is expected to provide financing and refinancing opportunities for infrastructure focussed lenders. Another sector which is seeing renewed surge of investments is Data centres, driven by government incentives, digitization of economy and adoption of Artificial Intelligence (AI). To attract long-term foreign investment, GOI introduced a tax holiday until 2047 for foreign cloud firms utilizing Indian data centres in union budget of FY2027.

Infradebt shall continue to monitor macro-economic and sectoral trends to orient its business strategy and will endeavour to participate in refinancing solutions across diverse range of infrastructure sectors.

During April to December 2025, Reserve Bank of India (RBI) reduced the repo rate by 100 bps. However, the actual transmission of rate cuts has been lower mainly on account of higher credit demand and sticky deposit rates. The wholesale financing market (including infrastructure financing) witnessed intense competition as many public sector and private sector banks readjusted their portfolio towards wholesale lending and pursued deployment opportunities aggressively. Overall, the infrastructure financing industry witnessed compression in margins due to favourable policy outlook and track record of consistent asset quality. While RBI has maintained "neutral" stance in monetary policy, the interest rates in capital markets have moved in upward trajectory from January 2026. This is mainly on account of tighter liquidity conditions, oversupply of bond issuances by both central and state government and FPI outflows. The recent geopolitical situation in West Asia has increased the pressure on borrowing rates in capital markets. Escalations in geo-political tensions and global economic events need to be closely monitored for any unexpected movements in the interest rate cycle. In this scenario, Infradebt shall continue to be agile and flexible in handling dynamic market conditions.

During the year, the infrastructure sector witnessed mergers and acquisitions as investor confidence has remained steady on account of resilience. On the back of strong operational track record, the sector has seen sharp increase in competition among various domestic financing institutions and foreign banks to finance quality assets. In this competitive scenario, Infradebt has continued to provide financing solutions to diverse category of clients. During the year, Infradebt has diversified its loan book to new sectors such as water treatment and logistics. While renewable energy sector continues to be the primary driver of growth for Infradebt, Infradebt shall continue its endeavour to selectively diversify the portfolio across various sectors.

C) OPPORTUNITIES AND THREATS

Opportunities –

As on February 28, 2026, India's total grid-interactive generation capacity stood at ~510 GW, out of which ~267 GW is contributed by renewable energy (including Hydro) sources. The Government has set a target of 500 GW of renewable energy by 2030 with an aggressive approach towards reduction in power generation of the conventional power plants i.e., coal-based power plants. In FY2025, India is estimated to have added ~30 GW of renewable energy capacity followed by ~45 GW capacity estimated to be added in FY2026 (~40 GW added till January 2026). Solar energy is the largest renewable energy source as on date with an operational capacity of ~144 GW followed by wind energy with an operational capacity of 55 GW. The pace of implementation and tendering of renewable energy projects increased in FY2026 with implementation of ~45 GW (estimated) and tendering of ~40 GW. Solar energy capacity has seen the largest capacity addition among the energy sources in the past few years. Continued capacity addition in renewable energy sector will provide refinancing opportunities to Infradebt as has been observed in the past.

In renewable sector, the emphasis of GOI has shifted from plain vanilla wind/solar projects to solar/wind+ battery energy storage system to provide peak/on-demand power. As of March 2026, tenders for ~110 GWh Battery Energy Storage Systems (BESS) has been awarded. Going forward, Infradebt is expected to benefit from such newer avenues in renewable sector in medium term. Further, with continued increase in adoption of green power by Indian corporates and data centres, Infradebt is expected to be a key refinancing player in Commercial & Industrial (C&I) customer segment. Infradebt would strive to understand & adopt new technologies and its market impact.

As Infradebt can now be direct lender in TOT road projects, increased pace of monetization in FY2027 is expected to open refinancing opportunities for Infradebt. With increased investments anticipated in data centres and power transmission sectors in upcoming years, Infradebt would actively engage with corporates working

in these segments to explore refinancing opportunities. Infradebt will endeavour to expand its existing portfolio on selective basis across telecommunications, hotels, oil and gas storage/pipeline, education, logistics & water sector.

While Infradebt will continue to grow by lending to Infrastructure sub-sectors as per the Harmonized Master List of Infrastructure issued by Department of Economic Affairs, renewables is expected to continue to be the primary growth driver for the asset portfolio due to credit discipline of the Borrowers and continued regulatory and policy support of the GOI in the development of the renewable sector in India. Further, Infradebt will continue to partner with banks, NBFCs, other IDFs and financial institutions/capital market participants to undertake financing/ refinancing initiatives. With interest rate reduction cycle likely to have bottomed out, Infradebt would look to leverage on this opportunity to offer fixed interest rates solutions to clients.

Threats –

New investment platforms like InvITs in matured sectors such as roads, renewables and transmission could impact the pipeline of operating assets available for refinancing by Infradebt as IDF-NBFCs are not permitted to provide financing to InvITs. InvITs have tax exemptions which make them attractive for overseas funds, especially sovereign funds. Further, InVITs are able to raise funds at very low pricing due to their AAA rating.

Government owned financial institutions and public sector banks may remain aggressive in infrastructure finance space and commit large exposures. Their ability to underwrite big ticket transactions at competitive rates possess challenges to Infradebt.

Sound credit profile of operational renewable energy projects, backed by pedigree of investors will continue to fuel competition for debt refinancing in this space. Commercial banks and foreign banks have also become more competitive in operational renewable energy space due to lack of deployment opportunities in other segments of wholesale financing. Further, acquisition of renewable energy portfolios by reputed groups may put pressure on margins. Public sector banks continue to offer highly competitive pricing for NHAI Hybrid Annuity Model projects affecting Infradebt's ability to increase exposure to transportation sector.

Infradebt is dependent on the bond markets for its liabilities and any significant movement in terms of yields or liquidity will affect fund raising. Also, slowdown in project execution in various sectors due to disturbance in supply chain may impact timelines for commissioning of projects and thus delay the pipeline of projects for Infradebt.

Success of IDF-NBFCs is significantly dependent on a facilitative regulatory framework; any adverse change in the regulatory framework can have an impact on the profitability of Infradebt.

Climate change events have impacted various projects. While projects financed by Infradebt are largely insured against various force majeure events, severity of climate events may impact project performance.

D) SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The asset book as at the end of FY2026 stood at ₹ 308.68 billion after adjusting for redemption/ repayment of facilities during the year, reflecting a 20.4% increase. The total gross disbursements in FY2026 amounted to ₹ 95.12 billion. The Company increased its exposure in new sectors such as logistics and water treatment during the year.

Issuances of senior secured Non-Convertible Debentures (NCDs) aggregating to ₹ 76.55 billion, along with scheduled repayment of ₹ 31.76 billion were done in FY2026. As at end of FY2026, the total outstanding borrowings (as per IND-AS) have reached ₹ 286.01 billion. All the above issuances were rated "AAA" by leading domestic credit rating agencies. These issuances were subscribed by a wide variety of investors, including insurance companies, pension funds, provident funds, banks and mutual funds among others.

E) OUTLOOK

With a significant loan book expansion and a diverse portfolio of investments in high-growth sectors such as renewable power generation, airports, roads, data centres, water & sanitation and logistics, the Company is poised to capitalise on the expanding infrastructure development landscape.

The strategy going forward would be to have a consistent and profitable asset book growth with continued focus on asset quality and maintain a balanced and diversified portfolio across multiple sectors in the infrastructure domain.

The growth would continue to be underpinned by strong credit appraisal and structuring skills, disciplined risk and asset management practices and continuous monitoring of the portfolio. Regarding liabilities, the Company will continue its endeavour to raise long term debt from a diversified base of investors and optimize borrowing cost.

MANAGEMENT DISCUSSION AND ANALYSIS (contd.)

F) RISKS AND CONCERNS

Within Infrastructure sector, 67.6% of portfolio is concentrated in renewable energy, followed by roads 9% and airports 8.9%. The sectoral concentration to renewable energy exposes Infradebt to climate risk. The exposure to renewable energy was 73.5% in FY2025. Infradebt continues to reduce renewable energy concentration risk by taking higher exposures in sub-sectors viz. roads, education institutes, airports, data centres and storage & logistics; however, the concentration risk is expected to remain high. Finally, the share of the top 10 borrowers has reduced to 26.2% as on March 31, 2026 (26.5% as on March 31, 2025).

Climate risk entails changes in wind patterns/ reduction in wind speeds, lower solar irradiation, inadequate availability of water resource / floods, amongst others. These factors have potential to significantly impact the generation capacity (Plant Load Factor), resulting in lower earnings and consequently lower debt protection metrics. In case of hydel projects, the floods / cloud burst can cause extreme damage to the project assets itself. During the year, the impact of climatic factors on solar projects was relatively lower as compared to wind projects. Most of the projects in Infradebt portfolio are backed by in-built liquidity structural buffers viz. up to six-month debt service reserve, bank line of credit and co-obligor structures.

The interest rate risk arises out of fixed-rate borrowings undertaken to fund the variable and semi-fixed rate assets. The liabilities are in the nature of fixed-coupon NCDs of minimum five-year maturity. In the downward interest rate scenario, the assets would be repriced faster than liabilities putting pressure on Net Interest Margins and increasing the prepayment risk. The asset-liability risk is expected to remain low, as Infradebt raises primarily long-term funds with a minimum five-year maturity. The liquidity risk is also expected to remain low, mainly due to ease of market access and no repayments in the first five years of debt issuance. Infradebt continues to maintain the highest rating of "AAA" with stable outlook, for consecutive 13 years, by two leading rating agencies: CRISIL Limited and ICRA Limited. The operational risk is expected to increase, due to increasing scale of operations. Accordingly, it is critical to manage the operational risks relating to business continuity, crisis management, process, systems and operations, people and information technology.

During the year, independent validation of Expected Credit Loss model and ICAAP exercise was conducted by Internal Auditor. Risk Control Self-Assessment across functions was also completed internally, as part of which, critical operations have been identified across functions and annexed in ORM Policy along with Recovery Time Objective, Recovery Point Objective and action plan to prevent disruption.

G) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

There are adequate internal controls and risk management systems to ensure compliance to internal policies and external regulations. These pertain to compliance with NBFC guidelines of RBI, guidelines issued by Ministry of Finance and timeliness and accuracy of reporting to RBI. The internal control mechanism involves ensuring adequate checks and balances for all major decisions, requires adequate Board oversight for all significant decisions and warrants Board control for all critical measures. Infradebt has adopted various policies (viz. Credit and Recovery Policy, Liquidity & Interest Rate Risk Policy among others) that are approved by the Board. The policies are reviewed and amended on regular basis, at least once a year.

H) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, Infradebt made disbursements to 51 companies (including those under cash-pooling structures) in the infrastructure sector, aggregating to ₹ 95.12 billion. Infradebt raised funds through the issuance of NCDs aggregating to ₹ 76.55 billion. A wide range of investor class subscribed to these issuances viz. banks, insurance companies, pension funds, mutual funds, provident funds, Alternative Investment Funds and corporates.

In FY2026, Infradebt has made profit after tax of ₹ 6,020.27 million as compared to ₹ 5,023.56 million in FY2025. For FY2026, the total income was ₹ 28,214.04 million against ₹ 23,657.66 million in FY2025.

I) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The human resources are a key component of Infradebt's business plan. Accordingly, there is a performance-based remuneration system for ensuring employee satisfaction and retention. As of March 31, 2026, there were 35 employees in the Company.

Arun Tiwari
Chairman
(DIN: 05345547)

Date : August 11, 2026
Place : Mumbai

Annexure – 2

REPORT ON CORPORATE GOVERNANCE

PHILOSOPHY OF CORPORATE GOVERNANCE

For Infradebt, corporate governance is a reflection of principles entrenched in our values and policies and also embedded in our day-to-day business practices, leading to value driven growth. The commitment of Infradebt is to the highest standards of corporate governance pertaining to the business ethics, transparency, fairness, disclosure and accountability for augmenting long-term shareholder value and retaining investor trust. This has been possible through continued efforts and commitment to the highest standards of corporate conduct.

The Board of Directors supports the broad principles of Corporate Governance. The Board has a formal schedule of matters reserved for its consideration and decision in the form of Calendar of Reviews. The Thirteenth Annual General Meeting (AGM) of the Company held during the financial year was through video conferencing. The facility of voting through electronic means was also made available to the Shareholders at the Thirteenth AGM held during the financial year.

DETAILS OF BOARD OF DIRECTORS AND BOARD MEETINGS

The Board and Board Committee Meetings are convened by providing adequate notice well in advance of all the meetings to be held during the year. The Directors / Members are provided with appropriate information in the form of agenda notes in a timely manner, to enable them to deliberate on each agenda item and arrive at an informed decision and provide appropriate directions to the Management. The facility of participation through video conferencing is also provided at the Board and Board Committee Meetings in case any director is unable to attend the Meeting physically but wishes to participate through electronic mode in the Meetings.

During the year, recommendations given by the various Committees of the Board were considered and accepted as appropriate by the Board of Directors. At the Board Meeting, presentations covering important areas such as business performance, assets performance, liabilities performance, risk management and compliance, governance and business plan & strategy discussion, etc. were made.

During the year, 4 (four) Board Meetings were held on April 16, 2025, July 16, 2025, October 15, 2025 and January 13, 2026. The details of attendance of Directors at Board Meetings, attendance at the last Annual General Meeting and details of other directorships and Board Committee Memberships held by them at March 31, 2026 are given below:

Name and DIN of the Director	Director since	Category	Board Meetings		Whether attended last AGM	Number of directorships		Names of the other listed companies where a person is a director and category of directorship[5]		Number of Committee memberships[6]
			Held	Attended		of other Indian public limited companies[3]	of other companies[4]	Company	Category of directorship	
Arun Tiwari (DIN: 05345547)	August 24, 2018	Chairman & Independent Director	4	4	Yes	3	1	-	-	0(0)
Vijay Maniar (DIN: 00750905)	January 23, 2023	Independent Director	4	4	Yes	2	-	FDC Limited	Non-Executive Independent Director	4(3)
								Transpek Industry Limited	Non-Executive - Independent Director	

REPORT ON CORPORATE GOVERNANCE *(contd.)*

Name and DIN of the Director	Director since	Category	Board Meetings		Whether attended last AGM	Number of directorships		Names of the other listed companies where a person is a director and category of directorship[5]		Number of Committee memberships[6]
			Held	Attended		of other Indian public limited companies[3]	of other companies[4]	Company	Category of directorship	
Lata Pillai (DIN: 02271155)	July 19, 2023	Independent Director	4	4	No	1	-	Signatureglobal (India) Limited	Non-Executive Independent Director	1(0)
Vipul Agarwal (DIN: 10835078)	November 16, 2024	Nominee Director (ICICI Bank Limited)	4	4	No	1	1	-	-	1(0)
Lalit Tyagi (DIN: 08220977)	August 11, 2023	Nominee Director (Bank of Baroda)	4	3	No	2	3	Bank of Baroda	Executive Director	1(0)
Swati Vatsa (DIN: 10791240)	October 7, 2024	Nominee Director (Citicorp Finance (India) Limited)	4	4	Yes	-	-	-	-	0(0)
Suvek Nambiar (DIN: 06384380)	October 31, 2012	Managing Director & CEO	4	4	Yes	-	-	-	-	0(0)

Notes:

1. *None of the Directors are related to each other.*
2. *None of the Directors hold equity shares or convertible instruments of the Company (except ESOPs as disclosed in Annexure - 6).*
3. *Includes Banks.*
4. *Comprises private limited companies incorporated in India, foreign companies, Section 8 companies as per The Companies Act, 2013 and not for profit foreign companies.*
5. *Directorships held only in listed companies (whose equity shares are listed on a stock exchange and high value debt listed entities).*
6. *Memberships/chairpersonships in only Audit Committee and Stakeholder Relationship Committee, held in Indian public Companies and high value debt listed entities (including Infradebt), has been considered; number of memberships includes chairpersonships. Figures in parentheses indicate Committee chairpersonships.*

The number of Committee Membership (including Chairpersonship) of the Audit Committee and Stakeholders Relationship Committee of public limited companies were within the limits prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for all the Directors of the Company. The number of Directorships of each Independent Director is also within the limits prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

None of the Directors are related to each other within the meaning of the term “relative” as per Section 2(77) of The Companies Act, 2013. None of the Directors are disqualified from being appointed as Directors in terms of Section 164 of The Companies Act, 2013 and are not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

BOARD COMMITTEES

To enable better and more focused attention on the affairs of Infradebt, the Board has delegated particular matters to Committees set up for the purpose. The eleven Board level Committees constituted by the Board are:

1. Audit Committee
2. Board Governance, Remuneration and Nomination Committee
3. Board Risk Management Committee
4. Board Credit Committee
5. Corporate Social Responsibility Committee
6. Information Technology Strategy Committee
7. Stakeholders Relationship Committee (dissolved w.e.f. July 16, 2025);
8. Review Committee for identification of Wilful Defaulter;
9. Compromise Settlement Committee (for cases sanctioned by Board Credit Committee);
10. Compromise Settlement Committee (for cases sanctioned by Executive Credit Committee); and
11. Committee of Directors.

AUDIT COMMITTEE

COMPOSITION:

The Audit Committee of Infradebt was initially constituted on November 22, 2012 in accordance with the provisions of Section 177 of The Companies Act, 2013 (the Act). The composition is in accordance with Section 177 of the Act, Regulation 62F of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025. The Audit Committee was re-constituted by the Board of Directors on February 26, 2013, January 22, 2014, October 15, 2014, February 23, 2015, April 22, 2015, August 24, 2018, April 23, 2021, January 23, 2023 and July 19, 2023.

At March 31, 2026, the Audit Committee comprised of Vijay Maniar, Lata Pillai and Vipul Agarwal.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

I. Financial related:

1. To examine the Company's financial statements and auditors' report thereon and to oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. To review with the management, the quarterly financial statements before submission to the Board for approval.
3. To approve/agree on key accounting policies of the Company and/or changes therein.
4. To review with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
   a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of The Companies Act, 2013 (Act).
   b) Changes, if any, in accounting policies and practices and reasons for the same.
   c) Major accounting entries involving estimates based on the exercise of judgment by management.
   d) Significant adjustments made in the financial statements arising out of audit findings.
   e) Compliance with listing and other legal requirements relating to financial statements.
   f) Disclosure of any related party transactions.
   g) Qualifications/ modified opinion(s) in the draft audit report.

REPORT ON CORPORATE GOVERNANCE (contd.)

5. To review the following information:
   a) Management discussion and analysis of financial condition and results of operations.
   b) Statement of significant related party transactions (as defined under Indian Accounting Standard 24 of the Institute of Chartered Accountants of India and by the Audit Committee) submitted by management.
   c) To approve the transaction of the Company with the related parties or any subsequent modifications.
   d) To make omnibus approval for related party transactions proposed to be entered into by the Company subject to the conditions as specified in the Act.
   e) Management letters/letters of internal control weaknesses issued by the statutory auditors.
   f) Internal audit reports relating to internal control weaknesses.
   g) The appointment, removal and terms of remuneration of the chief internal auditor.
   h) Scrutiny of inter corporate loans and investments.
6. Valuation of undertakings or assets of the Company, wherever it is necessary.
7. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

II. Audit related:

1. To recommend to the Board, the appointment, re-appointment, term of appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees.
2. To approve payment to statutory auditors for any other services rendered by the statutory auditors.
3. To review and monitor, with the management, independence and performance of statutory and internal auditors, adequacy of the internal financial control systems and effectiveness of audit process.
4. To evaluate risk management systems.
5. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
6. To discuss with internal auditors any significant findings and follow up thereon.
7. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
8. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
9. To provide for appropriate funding from the Company, as determined by the Audit Committee for payment of –
   a) compensation to any advisors employed by the Committee; and
   b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
10. To review the following matters:
    a) Different types of inspection/ audits conducted within the Company, their periodicity and scheduling.
    b) Reports of inspection by Reserve Bank of India (RBI).
    c) Follow-up action on the audit and inspection reports.
    d) Compliance with the inspection and audit reports of RBI and reports of statutory auditors and Management Letters.
    e) Accountability for unsatisfactory compliance with inspection reports, delay in compliance and non-ratification of deficiencies.
    f) Omission on the part of inspecting officials to detect serious irregularities.

III. Miscellaneous:

1. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

2. To review functioning of the Whistle Blower mechanism, in case the same is existing.
3. To review, with the management, the quarterly statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the quarterly statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or Rights issue and making appropriate recommendations to the Board to take up steps in this matter.
4. To recommend to the Board the action to be taken after reviewing the statement of funds utilised for purposes other than those stated in the offer document at the time of issue of securities.
5. To investigate any activity within its terms of reference.
6. To seek information from any employee.
7. To obtain outside legal or other professional advice.
8. To secure attendance of outsiders with relevant expertise, if it considers necessary.
9. To establish procedure for –
   a) the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters; and
   b) the confidential, anonymous submission by employees regarding questionable accounting or auditing matters.
10. To engage, without seeking Board approval, independent counsel and other advisors, as it determines necessary to carry out its duties.
11. Monitoring the end use of funds raised through public offers and related matters.
12. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.

MEETINGS AND ATTENDANCE DURING THE YEAR:

During the year, 4 (four) Meetings of the Audit Committee were held on April 16, 2025, July 16, 2025, October 15, 2025 and January 13, 2026. The attendance of its Members at its Meetings held during the year is given below:

Name of the Member & Designation	Member since	Nature of Directorship	Number of Meetings	
			Held	Attended
Vijay Maniar, *Chairman*	January 23, 2023	Independent Director	4	4
Lata Pillai	July 19, 2023	Independent Director	4	4
Vipul Agarwal	November 16, 2024	Nominee Director	4	4

WHISTLE BLOWER/VIGIL MECHANISM

As per the requirement of Section 177(9) of The Companies Act, 2013 and Regulation 62J of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Infradebt has established whistle blower/vigil mechanism and forms part of its Code of Business Conduct and Ethics. Code of Business Conduct and Ethics has been hosted on the website of Infradebt - https://www.infradebt.in/en/about_us_policies.

BOARD GOVERNANCE, REMUNERATION AND NOMINATION COMMITTEE, FAMILIARISATION PROGRAMME AND BOARD DIVERSITY

COMPOSITION:

The Board Governance, Remuneration and Nomination Committee (Board Governance Committee) of Infradebt was initially constituted on February 26, 2013 in accordance with the provisions of Section 178 of The Companies Act, 2013 (the Act). The composition is in accordance with Section 178 of the Act, Regulation 62G of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) and Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025. The Board Governance Committee was re-constituted by the Board of Directors on February 23, 2015, April 22, 2015, April 21, 2017, August 24, 2018, April 23, 2021, January 23, 2023, March

REPORT ON CORPORATE GOVERNANCE (contd.)

9, 2023 and July 19, 2023. At March 31, 2026, the Board Governance Committee comprised of Vijay Maniar, Arun Tiwari, Lata Pillai and Vipul Agarwal as Members and Lalit Tyagi and Swati Vatsa as permanent invitees.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

1. Board Composition and Succession related recommendation to the Board with regard to –
   a) Filling up of vacancies in the Board that might occur from time to time and appointment of additional Non-Whole-Time Directors. For making these recommendations: (i) the Committee shall "Formulate the criteria for determining qualifications, positive attributes and independence of a director", (ii) the Committee shall take into account the provisions of the applicable statutes and the special professional skills required for efficient discharge of the Board's functions, & (iii) for every appointment of an independent director, evaluate the balance of skills, knowledge, time commitments of the candidates and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director;
   b) Directors liable to retire by rotation;
   c) Appointment of Whole-Time Directors;
   d) Identifying persons who are qualified to become directors and who may be appointed in senior management[1] in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal; and
   e) To ensure 'fit and proper' status of proposed/ existing directors and that there is no conflict of interest in appointment of directors on Board of the company, KMPs and senior management.
2. Evaluation related:
   a) Shall recommend the manner and criteria for effective evaluation of Independent Directors and the Board of Directors to the Board.
   b) To evaluate performance of the Managing Director & Chief Executive Officer (MD & CEO) and other senior resources reporting to the MD & CEO.
   c) To evaluate the performance of the Board and the individual members (including independent directors) on certain predetermined parameters.
   d) Recommend to the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
3. To determine and recommend to the Board on the matters related to remuneration from time to time –
   a) the amount of commission and fees payable to the Directors within the applicable provisions of The Companies Act, 2013 and other applicable statutes, if any.
   b) the amount of remuneration, including performance or achievement bonus and perquisites payable to the Whole-Time Directors.
   c) all remuneration, in whatever form, payable to senior management.
   d) to oversee the framing, review and implementation of compensation policy of the company.
   e) to work in close coordination with Board Risk Management Committee (BRMC) to achieve effective alignment between compensation and risks. To take feedback from BRMC, to ensure effective alignment between compensation and risks.
   f) to ensure that compensation levels are supported by the need to retain earnings of the company and the need to maintain adequate capital based on Internal Capital Adequacy Assessment Process (ICAAP).
4. To approve the policy for, and quantum of bonus payable to, the members of the staff.
5. To frame guidelines for the Employee Stock Option Scheme and recommend granting of stock option to the staff of Infradebt.
6. To act as Ethics Committee in line with RBI Guidance Note on Operational Risk Management and Operational Resilience dated November 28, 2025; to formulate Code of Business Conduct and Ethics and oversee its implementation.
7. To devise a Policy on diversity of Board of Directors.

[1]"Senior management" shall mean officers/personnel of the listed entity who are members of its core management

team excluding Board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/ whole time director/ manager (including chief executive officer/manager, in case they are not part of the Board) and shall include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

MEETINGS AND ATTENDANCE DURING THE YEAR:

During the year, 1 (one) Meeting of the Board Governance Committee was held on April 16, 2025. The attendance of its Members at its Meeting held during the year is given below:

Name of the Member & Designation	Member since	Nature of Directorship	Number of Meetings	
			Held	Attended
Vijay Maniar, *Chairman*	January 23, 2023	Independent Director	1	1
Arun Tiwari	August 24, 2018	Independent Director	1	1
Lata Pillai	July 19, 2023	Independent Director	1	1
Vipul Agarwal	November 16, 2024	Nominee Director	1	1

FAMILIARISATION PROGRAMME IMPARTED TO INDEPENDENT DIRECTORS

Independent Directors are familiarised with their roles, rights and responsibilities in Infradebt as well as with the nature of the industry and the business model of Infradebt through induction programme at the time of their appointment as Directors and through presentations on industry overview, key regulatory developments, strategy and performance which are made to the Directors during the Board/ Committee Meetings held throughout the year. Infradebt familiarises a new Director about the dynamics of the non-banking financial services industry, business and portfolio of the Company to help them in meaningful deliberations and in taking informed decisions. The details of the familiarisation programme for FY2026 have been hosted on the website of Infradebt at https://www.infradebt.in/en/about_us_policies.

BOARD DIVERSITY

The Board of Infradebt comprises of adequate number of Directors with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The present composition broadly meets this objective. The Directors are persons of eminence in areas such as banking, finance, auditing, lending, strategy, administration, capital planning, debt issuances, interest rate risk management etc. and bring with them experience/ skills which add value to the performance of the Board. The Directors are selected purely on the basis of merit and fulfilment of Fit & Proper criteria prescribed by the Reserve Bank of India.

CORE SKILLS/ EXPERTISE/ COMPETENCIES

The profile of the Directors (including the qualification and professional competencies) can be viewed on the website of Infradebt at https://www.infradebt.in/en/about_us_leadership_team.

As per Section C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the core skills/ expertise/ competence possessed by the directors of the Company are detailed as under:

Name of Director	Areas of Expertise
Arun Tiwari	Credit, Credit Monitoring, Human Resources, Information Technology, Risk Management, Finance & Accounts, Vigilance, Branch Expansion & Support Services, MSME & Wealth Management, Wholesale Banking.

REPORT ON CORPORATE GOVERNANCE (contd.)

Name of Director	Areas of Expertise
Vijay Maniar	Accounting, Auditing and Consulting.
Lata Pillai	Project Finance, Stressed Asset Management, Real Estate Finance & International Property Consulting.
Vipul Agarwal	Risk Management and Data Science & Analytics.
Lalit Tyagi	Corporate & Institutional Banking, Treasury & Global Markets, International Banking, Corporate Finance, Risk Management, Credit Monitoring and Administrative roles.
Swati Vatsa	Risk Management, Product Sales, Early Warning and Credit Risk Management for Large Corporates, MME and SME, portfolio monitoring and stress testing.
Suvek Nambiar	Corporate and Retail Banking, Project finance, International Banking, Structuring and Financing of the private sector projects in infrastructure.

BOARD RISK MANAGEMENT COMMITTEE

COMPOSITION:

The Board Risk Management Committee of Infradebt was initially constituted on April 23, 2021 in accordance with the Master Direction – Reserve Bank of India (Non- Banking Financial Company– Scale Based Regulation) Directions, 2023 dated October 19, 2023 (now repealed and section on Risk Management Committee replaced by Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025). The composition is in accordance with the provisions of Regulation 62I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) and RBI Master Direction. The Board Risk Management Committee was re-constituted by the Board of Directors on January 23, 2023 and July 19, 2023. At March 31, 2026, Board Risk Management Committee comprised of Lata Pillai, Vijay Maniar, Lalit Tyagi, Suvek Nambiar in capacity of Managing Director & CEO, Akash Deep Jyoti in capacity of Chief Risk Officer and Surendra Maheshwari in capacity of Chief Financial Officer.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

1. Formulate the overall Risk Management Framework of the Company including risk appetite, risk culture and strategy.
2. Formulate and periodically review (atleast once in a year) various risk management policies, including but not limited to credit, market, liquidity, sustainability (ESG related risks), operational, outsourcing, information & cyber security risks, considering the evolving business complexities.
3. Ensure that appropriate methodology, processes and systems are in place to monitor, analyse and report various risks.
4. Review & guide on measures to mitigate various risks across functions of the Company.
5. Monitor breaches of risk limits and adequacy of corrective actions.
6. Formulate and review of business continuity plan.[1]
7. Recommend to the Board about appointment, removal and formulation of terms of remuneration of the Chief Risk Officer. [1 & 2]
8. Update Board of Directors about discussions, recommendations and actions taken (Minutes of the meeting shall be submitted at the next Board Meeting).[1]
9. To work in close coordination with Board Governance, Remuneration and Nomination Committee (BGRNC) to achieve effective alignment between compensation and risks. To provide feedback to BGRNC, to ensure effective alignment between compensation and risks.
10. To oversee the effectiveness of the framework for Early Warning Signals (Fraud Risk Management).

[1]Inserted as per the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 w.e.f. May 5, 2021.

[2]In compliance with the RBI Circular "Risk Management System – Appointment of Chief Risk Officer (CRO) for NBFCs" dated May 16, 2019, appointment & removal of CRO shall be with the approval of the Board.

MEETINGS AND ATTENDANCE DURING THE YEAR:

During the year, 4 (four) Meetings of the Board Risk Management Committee were held on April 16, 2025, July 16, 2025, October 15, 2025 and January 13, 2026. The attendance of its Members at its Meetings held during the year is given below:

Name of the Member & Designation	Member since	Nature of Directorship	Number of Meetings	
			Held	Attended
Lata Pillai, *Chairperson*	July 19, 2023	Independent Director	4	4
Vijay Maniar	January 23, 2023	Independent Director	4	4
Lalit Tyagi	August 11, 2023	Nominee Director	4	3
Suvek Nambiar	April 23, 2021	Managing Director & CEO	4	4
Akash Deep Jyoti, *Chief Risk Officer*	April 23, 2021		4	4
Surendra Maheshwari, *Chief Financial Officer*	April 23, 2021		4	4

BOARD CREDIT COMMITTEE

COMPOSITION:

The Board Credit Committee (BCC) of Infradebt was initially constituted on February 26, 2013. The BCC was re-constituted by the Board of Directors on October 15, 2014, February 23, 2015, April 22, 2015, August 24, 2018, January 21, 2020, April 23, 2021 and July 19, 2023. At March 31, 2026, the BCC comprised of Arun Tiwari, Lata Pillai, Vipul Agarwal, Lalit Tyagi and Suvek Nambiar as Members and Akash Deep Jyoti in capacity of Chief Risk Officer as permanent invitee.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

1. To approve credit proposals and pricing of loans/ investments as per the authorisation matrix approved by the Board.
2. To delegate powers to Managing Director & CEO on matters as it may deem fit.
3. To ensure regulatory compliances across credit sanctions by the Company.
4. To review credit portfolios on periodic basis.
5. To review and propose revised limits on sectors, subsectors and sponsor groups.

MEETINGS AND ATTENDANCE DURING THE YEAR:

During the year, 7 (seven) Meetings of the BCC were held on April 28, 2025, May 21, 2025, July 23, 2025, August 26, 2025, November 4, 2025, December 18, 2025 and February 26, 2026. The attendance of its Members at its Meetings held during the year is given below:

Name of the Member & Designation	Member since	Nature of Directorship	Number of Meetings	
			Held	Attended
Arun Tiwari, *Chairman*	August 24, 2018	Independent Director	7	7
Lata Pillai	July 19, 2023	Independent Director	7	5
Vipul Agarwal	November 16, 2024	Nominee Director	7	6
Lalit Tyagi	August 11, 2023	Nominee Director	7	5
Suvek Nambiar	February 26, 2013	Managing Director & CEO	7	7
Permanent invitee: Chief Risk Officer	January 21, 2020		7	7

REPORT ON CORPORATE GOVERNANCE (contd.)

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

COMPOSITION:

The Corporate Social Responsibility (CSR) Committee of Infradebt was initially constituted on April 15, 2014 in accordance with the provisions of Section 135 of The Companies Act, 2013. The CSR Committee was reconstituted by the Board of Directors on February 23, 2015, April 22, 2015, April 21, 2017, August 24, 2018, April 23, 2021 and January 23, 2023. At March 31, 2026, Corporate Social Responsibility Committee comprised of Arun Tiwari, Vijay Maniar, Swati Vatsa and Suvek Nambiar.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

1. To formulate and recommend to the Board of Directors, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by Infradebt as specified in Schedule VII to The Companies Act, 2013 (the Act).
2. To formulate and recommend to the Board, an annual action plan in pursuance of Corporate Social Responsibility Policy, which shall include the following, namely:-
   i. the amount of expenditure to be incurred on the activities referred to in clause 1 above;
   ii. the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
   iii. the manner of execution of such projects or programmes as specified in Rule 4(1) of The Companies (Corporate Social Responsibility Policy) Rules, 2014;
   iv. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
   v. monitoring and reporting mechanism for the projects or programmes; and
   vi. details of need and impact assessment, if any, for the projects undertaken by the company.

   The Board may alter such plan at any time during the financial year, as per the recommendation of its Corporate Social Responsibility Committee, based on the reasonable justification to that effect.
3. To monitor the Corporate Social Responsibility Policy of Infradebt from time to time.
4. To institute a transparent monitoring mechanism for implementation of the Corporate Social Responsibility projects or programmes or activities undertaken by Infradebt.
5. To review and recommend to the Board, an annual report on Corporate Social Responsibility for the financial year.
6. To review and recommend the appointment of independent agency to conduct impact assessment of Corporate Social Responsibility projects (as applicable).

MEETINGS AND ATTENDANCE DURING THE YEAR:

During the year, 1 (one) Meeting of the CSR Committee was held on April 16, 2025. The attendance of its Members at its Meeting held during the year is given below:

Name of the Member & Designation	Member since	Nature of Directorship	Number of Meetings	
			Held	Attended
Arun Tiwari, *Chairman*	August 24, 2018	Independent Director	1	1
Vijay Maniar	January 23, 2023	Independent Director	1	1
Swati Vatsa	October 7, 2024	Nominee Director	1	1
Suvek Nambiar	April 21, 2017	Managing Director & CEO	1	1

INFORMATION TECHNOLOGY STRATEGY COMMITTEE

COMPOSITION:

The Information Technology Strategy Committee of Infradebt was initially constituted on January 25, 2018 in accordance with the provisions of RBI Master Direction dated June 8, 2017 pertaining to "Information Technology Framework for the NBFC Sector" (repealed and replaced by Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 and further repealed & replaced by Reserve Bank of India (Non-Banking Financial Companies – Cybersecurity, Technology: Risk, Resilience and Assurance Framework) Directions, 2026 dated July 31, 2026). The Information Technology Strategy Committee was re-constituted by the Board of Directors on August 24, 2018, July 17, 2019, April 23, 2021 and January 23, 2024. At March 31, 2026, Information Technology Strategy Committee comprised of Arun Tiwari, Lata Pillai and Suvek Nambiar as Members. Further, Akash Deep Jyoti in capacity of Chief Risk Officer, Ankur Sood in capacity of Head – IT and Amit Matani in capacity of Chief Information Security Officer are permanent invitees.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

1. To define the ultimate goal of implementing policies, plan and procedures and organizational structure designed to provide reasonable assurance that business objectives are achieved and undesired events are prevented or detected and corrected.
2. To approve Information Technology (IT) strategy and policy documents and ensuring that the Management has put an effective strategic planning process in place.
3. To satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives, and unambiguous responsibilities for each level in the organisation.
4. To ascertain that management has implemented processes and practices that ensure that IT delivers value to the business.
5. To ensure that Infradebt has put in place processes for assessing and managing IT and cybersecurity risks.
6. To ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the Infradebt's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives.
7. To ensure IT investments represent a balance of risks and benefits and that budgets are acceptable.
8. To monitor the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources.
9. To ensure proper balance of IT investments for sustaining NBFC's growth and becoming aware about exposure towards IT risks and controls.
10. To report to the Board of Directors on IT Governance.
11. To institute an appropriate governance mechanism for outsourced processes, comprising of risk based policies and procedures, to effectively identify, measure, monitor and control risks associated with outsourcing in an end to end manner.
12. To define approval authorities for outsourcing depending on nature of risks and materiality of outsourcing.
13. To develop sound and responsive outsourcing risk management policies and procedures commensurate with the nature, scope and complexity of outsourcing arrangements.
14. To undertake a periodic review of outsourcing strategies and all existing material outsourcing arrangements.
15. To evaluate the risks and materiality of all prospective outsourcing based on the framework developed by the Board.
16. To periodically review the effectiveness of policies and procedures (in respect of outsourced operations).
17. To communicate significant risks in outsourcing to the Infradebt's Board on a periodic basis.
18. To ensure an independent review and audit in accordance with approved policies and procedures (in respect of outsourced operations).
19. To ensure that contingency plans have been developed and tested adequately (in respect of outsourced operations).
20. To ensure that business continuity preparedness is not adversely compromised on account of outsourcing.
21. To review on an annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of Infradebt.

REPORT ON CORPORATE GOVERNANCE (contd.)

MEETINGS AND ATTENDANCE DURING THE YEAR:

During the year, 4 (four) Meetings of the Information Technology Strategy Committee were held on April 16, 2025, July 16, 2025, October 15, 2025 and January 13, 2026. The attendance of its Members at its Meetings held during the year is given below:

Name of the Member & Designation	Member since	Nature of Directorship	Number of Meetings	
			Held	Attended
Arun Tiwari, *Chairman*	August 24, 2018	Independent Director	4	4
Lata Pillai	January 23, 2024	Independent Director	4	4
Suvek Nambiar	January 25, 2018	Managing Director & CEO	4	4
Permanent invitee:				
Akash Deep Jyoti, *Chief Risk Officer*	January 25, 2018		4	4
Ankur Sood, *Head – IT*	January 25, 2018		4	4
Amit Matani, *Chief Information Security Officer*	January 23, 2024		4	4

STAKEHOLDERS RELATIONSHIP COMMITTEE

COMPOSITION:

The Stakeholders Relationship Committee (SRC) of Infradebt was constituted on January 23, 2023 in accordance with the provisions of Section 178 of The Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) (now governed under Regulation 62H of SEBI LODR Regulations for HVDLEs). The SRC was dissolved by the Board of Directors at its Meeting held on July 16, 2025 with immediate effect. Pursuant to Regulation 62H(1) of SEBI LODR, the Board of Directors discharges the functions of the SRC.

No Meeting of SRC was held during the year.

COMMITTEE OF DIRECTORS

The Committee of Directors of Infradebt was constituted on January 22, 2014. Committee of Directors comprises of any two Directors as its Members.

No Meeting of Committee of Directors was held during the year.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

1. To allot the securities excluding debentures to be issued by Infradebt from time to time after ensuring compliance of the provisions of applicable acts, rules and regulations.
2. To approve obtaining of working capital facility by Infradebt from any of the Banks and the terms pertaining to the same after ensuring compliance of the provisions of applicable acts, rules and regulations.
3. To approve the transfer of equity shares (in physical form) of Infradebt.

REVIEW COMMITTEE FOR IDENTIFICATION OF WILFUL DEFAULTER

The Review Committee for identification of Wilful Defaulter (Review Committee) was constituted on October 23, 2024 in accordance with the provisions of Reserve Bank of India (Treatment of Wilful Defaulters and Large Defaulters) Directions, 2024 dated July 30, 2024 (now repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies – Treatment of Wilful Defaulters and Large Defaulters) Directions, 2025). As at March 31, 2026, Review Committee comprised of Suvek Nambiar, Vijay Maniar and Swati Vatsa.

No Meeting of Review Committee was held during the year.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

1. To consider a proposal received from the Identification Committee for classification as a wilful defaulter;
2. To provide an opportunity for a personal hearing to the borrower/ guarantor/ promoter/ director/ persons who are in charge and responsible for the management of the affairs of the entity;

3. If the opportunity is not availed or if the personal hearing is not attended by the borrower/ guarantor/ promoter/ director/ persons who are in charge and responsible for the management of the affairs of the entity, the Review Committee shall, after assessing the facts or material on record, including written representation, if any, consider the proposal of the Identification Committee and take a decision; and
4. To pass a reasoned order and communicate to the wilful defaulter.

COMPROMISE SETTLEMENT COMMITTEE (FOR CASES SANCTIONED BY BOARD CREDIT COMMITTEE)

The Compromise Settlement Committee (for cases sanctioned by Board Credit Committee) was constituted on October 23, 2024 in accordance with the provisions of RBI Circular on Framework for Compromise Settlements and Technical Write-offs dated June 8, 2023 (now repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025). As at March 31, 2026, Compromise Settlement Committee (for cases sanctioned by Board Credit Committee) comprised of Vijay Maniar and Swati Vatsa.

No Meeting of Compromise Settlement Committee (for cases sanctioned by Board Credit Committee) was held during the year.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

To consider Compromise Settlements & Technical Write-offs cases (for cases sanctioned by Board Credit Committee).

COMPROMISE SETTLEMENT COMMITTEE (FOR CASES SANCTIONED BY EXECUTIVE CREDIT COMMITTEE)

The Compromise Settlement Committee (for cases sanctioned by Executive Credit Committee) was constituted on October 23, 2024 in accordance with the provisions of RBI Circular on Framework for Compromise Settlements and Technical Write-offs dated June 8, 2023 (now repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025). As at March 31, 2026, Compromise Settlement Committee (for cases sanctioned by Executive Credit Committee) comprised of Arun Tiwari, Lata Pillai, Vipul Agarwal and Lalit Tyagi.

No Meeting of Compromise Settlement Committee (for cases sanctioned by Executive Credit Committee) was held during the year.

TERMS OF REFERENCE (AS AT MARCH 31, 2026):

To consider Compromise Settlements & Technical Write-offs cases (for cases sanctioned by Executive Credit Committee).

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of Schedule IV to The Companies Act, 2013, a Meeting of the Non-Executive Independent Directors of the Company was held on April 16, 2025 without the attendance of the Non-Independent Directors and Members of the Management of the Company. The attendance details of the said Meeting held during the year is given in the table below:

Name of the Director	Number of Meetings	
	Held	Attended
Arun Tiwari	1	1
Vijay Maniar	1	1
Lata Pillai	1	1

OTHER COMMITTEES

In addition to the above, the Board has from time to time constituted various Executive Committees, namely, Debenture Allotment Committee (approving allotment of debentures issued by Infradebt), Information Technology Steering Committee (review of Information Technology related matters under supervision of the Information Technology Strategy Committee), Asset Liability Management Committee (responsible for review and managing of asset liability profile, implementation of liquidity risk and overseeing the liquidity positions), Executive Credit Committee (approving credit proposals as per authorisation matrix approved by Board and reviewing existing assets), Management Committee to discuss various issues applicable to Infradebt), Information Security Committee (responsible for managing cyber/ information security) and Committee for identification of Wilful Defaulter (for identifying a wilful defaulter).

REPORT ON CORPORATE GOVERNANCE (contd.)

DETAILS OF GENERAL BODY MEETINGS

a. The details of the Annual General Meetings held in the last three financial years are given below:

General Body Meeting	Day, Date	Time	Venue/Deemed Venue
13th Annual General Meeting	Thursday, September 4, 2025	11:00 a.m.	Meeting held through Video Conferencing (Deemed Venue: The Capital, 'B' Wing, 1101A, Bandra-Kurla Complex, Mumbai - 400 051)
12th Annual General Meeting	Thursday, September 5, 2024	11:00 a.m.	Meeting held through Video Conferencing (Deemed Venue: The Capital, 'B' Wing, 1101A, Bandra-Kurla Complex, Mumbai - 400 051)
11th Annual General Meeting	Monday, August 21, 2023	11:00 a.m.	Meeting held through Video Conferencing (Deemed Venue: The Capital, 'B' Wing, 1101A, Bandra-Kurla Complex, Mumbai - 400 051)

b. The details of the Special Resolutions passed in the Annual General Meetings held in previous three financial years are given below:

General Body Meeting	Day, Date	Special Resolution passed
13th Annual General Meeting	Thursday, September 4, 2025	• Increase in borrowing powers • Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings • Issue of additional Non-Convertible Debentures on private placement basis
12th Annual General Meeting	Thursday, September 5, 2024	• Issue of additional Non-Convertible Debentures on private placement basis.
11th Annual General Meeting	Monday, August 21, 2023	• Re-appointment of Mr. Arun Tiwari (DIN: 05345547) as a Non-Executive, Independent Director for a term of five years w.e.f. August 24, 2023 upto August 23, 2028. • Appointment of Ms. Lata Pillai (DIN: 02271155) as a Non-Executive, Independent Director. • Issue of additional Non-Convertible Debentures on private placement basis. • Alteration in Articles of Association of the Company.

c. The details of Extra-ordinary General Meeting (EGM):

During FY2026, no Extra-ordinary General Meeting of the Company was held.

d. Whether special resolutions were put through postal ballot last year, details of voting pattern:

Not applicable for FY2026.

e. Whether any special resolution is proposed to be conducted through postal ballot:

No special resolution is proposed to be passed through postal ballot as on the date of the report.

f. Procedure for postal ballot:

In compliance with Section 110 of The Companies Act, 2013 (the Act) read with Rule 22 of The Companies (Management and Administration) Rules, 2014, Postal ballot notice alongwith Postal Ballot Form is sent to those Members whose e-mail addresses are registered with the Company. Physical copy of the Notice alongwith Postal ballot form and postage prepaid self-addressed business reply envelope are also sent to Members. The Company also publishes notice in the newspapers for the information of the Members. Voting rights are reckoned on the equity shares held by the Members as on the Cut-Off date. Pursuant to the provisions of the Act, the Company appoints a scrutinizer for conducting the postal ballot process in a fair and transparent manner. The scrutinizer submits its consolidated report to the Chairperson, or any other person authorised by the Chairperson, and the voting results are announced by the Chairperson or any other person authorised by placing the same alongwith the scrutinizer's report on the Company's website, besides being communicated to the Stock Exchange. The resolution, if passed by requisite majority, is deemed to have been passed on the last date specified for voting.

In compliance with Section 108 of the Act read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and SS-2 issued by the Institute of Company Secretaries of India, the Company is providing remote e-Voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronics means and business may be transacted through the e-Voting services. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. The scrutinizer submits its consolidated report to the Chairperson, or any other person authorised by the Chairperson, and the voting results are announced by the Chairperson or any other person authorised by placing the same alongwith the scrutinizer's report on the Company's website, besides being communicated to the Stock Exchange. The resolution, if passed by requisite majority, is deemed to have been passed on the date of AGM. Arrangements were also made for Members to cast their vote electronically.

RECOMMENDATIONS OF MANDATORY COMMITTEES

All the recommendations made by the Committees of the Board mandatorily required to be constituted under The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were accepted by the Board.

COMPLIANCE FUNCTION

Infradebt has a Board approved Compliance Policy to effectively monitor and supervise the compliance function, define responsibility of compliance function and framework for compliance programme in accordance with the statutory requirements. The Management Committee under the supervision of Audit Committee approved the Compliance Programme (Framework for Compliance Plan and annual Compliance Plan). As per the Framework for Compliance Plan, Compliance Testing is conducted annually and the result of Compliance testing is reported to the Senior Management/ Management Committee on periodic basis. Any observation with respect to results of Compliance Testing recommended by the Senior Management/ Management Committee are put up to the Audit Committee, for its review and noting. The Compliance testing for FY2026 was conducted based on the Compliance Plan approved by the Management Committee and the report of Compliance Testing for FY2026 was placed before the Management Committee at its Meeting held on July 8, 2026 and before the Audit Committee at its Meeting held on July 15, 2026. There were three observations and one process improvement highlighted as part of the Compliance testing.

REGULATORY & STATUTORY COMPLIANCES

MEANS OF COMMUNICATION

1. Publication of Quarterly Results and Newspapers wherein results are normally published

Quarterly, Half-yearly, Nine-Monthly and Annual Financial Results of the Company are sent to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and can be accessed at www.bseindia.com and published simultaneously in the leading English newspaper viz. Business Standard. Financial Results are also hosted on the Company's website and can be accessed at www.infradebt.in.

REPORT ON CORPORATE GOVERNANCE *(contd.)*

2. Website

The Company's website www.infradebt.in contains a separate dedicated section 'Investors' and 'Regulatory Disclosures' where Shareholders/Debenture holders information is available.

3. Annual Report

The Annual Report containing, *inter alia,* Audited Financial Statements, Board's Report, Auditors' Report and other important information is circulated to the Members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report. The Company's Annual Report is available in a downloadable form on the Company's website at www.infradebt.in. The Annual Report is also being submitted to BSE Limited and can be accessed at www.bseindia.com.

4. Stock Exchange

The Non-Convertible Debentures issued by the Company are listed on BSE Limited. The Company makes timely disclosures of necessary information to BSE Limited in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules and regulations issued by SEBI in relation to Non-Convertible Debentures.

GENERAL SHAREHOLDER INFORMATION

1. Company Registration Details:

The Company is registered in the State of Maharashtra. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is U65923MH2012PLC237365.

2. Annual General Meeting:

Date : September 4, 2026

Day : Friday

Time : 10:30 A.M.

Place : Through video conferencing (Deemed Venue: The Capital, 'B' Wing, 1101A, Bandra-Kurla Complex, Mumbai - 400 051)

3. **Financial Year:** April 1, 2025 to March 31, 2026

4. **Dividend Payment Date:** The final dividend, if approved, shall be paid/credited on or before October 3, 2026.

5. **Record Date:** Record date for the purpose of payment of Dividend is August 28, 2026.

6. **The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange:** Non-Convertible Debentures issued by the Company are listed on BSE Limited having its registered office at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Infradebt confirms payment of annual listing fee to BSE Limited.

7. **Stock Code:** The equity shares of the Company are not listed on the Stock Exchange, hence the Stock code is not applicable. As on March 31, 2026, the Company has 37 active debt ISINs listed on Stock Exchanges.

8. **Market Price Data – High, low during each month in last financial year:** Not applicable.

9. **Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index:** Not applicable.

10. **Details of the Securities suspended from trading:** Not applicable.

11. Registrars & Transfer Agent:

For Equity:

3i Infotech Limited, Tower #5, 3rd Floor, International Infotech Park, Vashi Railway Station Complex, Vashi, Navi Mumbai - 400 703

For Debentures:

MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), C-101, Embassy 247, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083

12. **Share Transfer System:** The Company's equity investor services are handled by 3i Infotech Limited and Non-Convertible Debentures investor services are handled by MUFG Intime India Private Limited. Both the RTAs are SEBI registered Category I – Registrar to an Issue & Share Transfer Agent. As per the SEBI mandate, securities of listed companies can be transferred/traded only in dematerialised form.

13. Distribution of Shareholding as on March 31, 2026:

Range - Shares	No. of Shareholders		No. of Shares	
	Shareholders	% of Total	Shares	% of Total
Upto 1,000	3*	0.00	3*	0.00
1,001 – 5,000	-	-	-	-
5,001 – 10,000	-	-	-	-
10,001 – 50,000	-	-	-	-
50,001 & above	4	100.00	86,78,71,197	100.00
Total	**7**	**100.00**	**86,78,71,200**	**100.00**

***Note:** Nominee Shareholders holding one share each.

14. Dematerialisation of Shares and Liquidity: All the equity shares and Non-Convertible Debentures issued by Infradebt are in dematerialized form. As the equity shares of Infradebt are not listed on any of the Stock Exchange, the equity shares were not traded on any of the Stock Exchange.

15. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: Not applicable. As on March 31, 2026, the Company did not have any outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

16. Commodity price risk or foreign exchange risk and hedging activities: Not applicable.

17. Plant Locations: Not applicable.

18. Address for Correspondence:

Gaurav Tolwani,
Company Secretary & Chief Compliance Officer
India Infradebt Limited
The Capital, 'B' Wing, 1101A,
Bandra Kurla Complex,
Mumbai – 400 051
Tel: + 91 22 6819 6900/ + 91 22 4334 6900
Email: investor@infradebt.in

19. Credit Ratings (alongwith any revisions thereto) as on March 31, 2026:

Credit Rating Agency	Instruments	Ratings	Revisions if any	Revision Rationale
CRISIL Limited	Secured and Unsecured Non-Convertible Debentures	AAA/Stable	NA	NA
ICRA Limited	Secured and Unsecured Non-Convertible Debentures	AAA/Stable		

REPORT ON CORPORATE GOVERNANCE (contd.)

OTHER DISCLOSURES

1. **Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:** There are no materially significant transactions with related parties conflicting with the interests of the Company.

2. **Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years:** During FY2026, FY2025 and FY2024, there was no non-compliance, penalties, strictures imposed on the Company by BSE Limited or SEBI or any statutory authority on any matter related to capital markets, except as below:

   During FY2026, penalty order under Section 270A of the Income Tax Act, 1961 was received for FY2018-19. Infradebt has already filed an appeal before Commissioner of Income-tax (Appeals) against the said order on April 28, 2026. Hearing for the same is awaited.

3. **Details of establishment of vigil mechanism / whistle blower policy, and affirmation that no personnel has been denied access to the Audit Committee:** Whistle Blower Policy has been formulated. During FY2026, no personnel was denied access to the Audit Committee. No whistle blower complaint was received during the year.

4. **Details of Compliance with the Mandatory requirements and adoption of Non-Mandatory Requirements:** The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) applicable to the Company being a High Value Debt Listed Entity (HVDLE) (including compliance to Regulation 62B to Regulation 62Q of SEBI LODR Regulations).

   The mandatory requirements as mentioned under Regulation 34 of SEBI LODR Regulations are not applicable to the Company.

   Further, the Company has adopted the following non-mandatory requirements under SEBI LODR Regulations:

   - **The Board:**

     The Board of Directors periodically reviews the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. A Chairman's office has been made available for the non-executive Chairman. Chairman is allowed reimbursement of expenses incurred in performance of the duties.

   - **Shareholder rights:**

     The Company ensures that all the information is disseminated on a non-discretionary basis to all the Members. The quarterly/half-yearly/nine monthly/ annual results intimated to the stock exchange are uploaded on the website of Infradebt at www.infradebt.in and the results are also published in the newspaper namely Business Standard.

   - **Modified opinion(s) in audit report:**

     The financial statements of the Company are with unmodified audit opinion.

   - **Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:**

     The Company has appointed separate persons to the post of the Chairperson and the Managing Director & CEO and such that the Chairperson is a Non-Executive Director and is not related to the Managing Director & CEO as per the definition of the term "relative" under The Companies Act, 2013.

   - **Reporting of Internal Auditor:**

     The Head of Internal Audit (HIA) of the Company reports to the Managing Director & CEO. Further, HIA independently meets the Board of Directors once in a quarter, without the presence of the senior management.

5. **Remuneration to Statutory Auditors:** The details of remuneration to Statutory Auditors have been provided in Note 2U of Notes to Accounts included in the Financial Statements section of this Annual Report.

6. **Disclosure by listed entity of 'Loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount:** None

7. **Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year:** Board has accepted all recommendation(s) of the Committees of the Board which are mandatorily required to be constituted.

8. **Web-link where policy for determining "material" subsidiaries is disclosed:** Not applicable. Infradebt does not have subsidiary.

9. **Web-link where policy on dealing with the Related Party Transaction is disclosed:** https://www.infradebt.in/en/about_us_policies.

10. **Details of Utilisation of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A):** Infradebt has not raised any funds through preferential allotment or qualified institutional placement.

11. **Certificate from a Company Secretary in Practice that none of the Board Members of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority:** Jaiprakash R. Singh & Associates, Practicing Company Secretaries, has issued a certificate as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this Directors' Report as Annexure – 10.

12. **Transfer of amounts to Investor Education and Protection Fund (IEPF):** Not applicable.

13. **Disclosures with respect to demat suspense account/ unclaimed suspense account:** There were no shares lying in the demat suspense account/ unclaimed suspense account for FY2026.

14. **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:** Not applicable.

15. **Particulars of senior management including the changes therein since the close of the previous financial year:**

    There was no change in the senior management during the year under review. As on March 31, 2026, Infradebt's senior management (in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015) comprised of the following:

    - Suvek Nambiar, Managing Director & CEO
    - Akash Deep Jyoti, Chief Risk Officer
    - Surendra Maheshwari, Chief Financial Officer
    - Pankaj Chandak, Head – Assets
    - Ankur Sood, Head – Human Resources, Internal Audit and Information Technology
    - Gaurav Tolwani, Company Secretary & Chief Compliance Officer.

16. **The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report:** The details of compliance with corporate governance requirements applicable to the Company are reported in this Annexure.

17. **Disclosure of certain types of agreements binding listed entities:** Not applicable.

18. **Unclaimed amounts (interest/ dividend/ redemption payment):** Regulation 61A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that "where the interest/ dividend/ redemption amount has not been claimed within 30 days from the due date of interest/ dividend/ redemption payment, a listed entity shall within seven days from the date of expiry of the said period of 27 days, transfer the amount to an Escrow Account to be opened by the listed entity in any scheduled bank". In compliance to the above-mentioned Regulation, a search facility is provided on Infradebt's website for investors to verify if there is any unclaimed amount due to them and lying in the Escrow Account of Infradebt. During FY2026, Infradebt has no unclaimed amount due to investors. Further, Infradebt has a Board approved "Policy for filing of claim for unclaimed interest/redemption amount and verification of such claims" for dealing with unclaimed amounts.

DETAILS OF COMPLIANCE WITH RBI MASTER DIRECTIONS/ GUIDELINES/ CIRCULARS

Risk-Based Internal Audit

Reserve Bank of India vide its circular dated February 3, 2021, had introduced Risk based Internal Audit (RBIA) for NBFCs, by which applicable NBFCs shall put in place a RBIA framework by March 31, 2022 (repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies - Internal Audit Function) Directions, 2026

REPORT ON CORPORATE GOVERNANCE *(contd.)*

dated July 31, 2026). On the recommendation of the Audit Committee, the Board has approved a RBIA framework, alongwith appropriate processes and plan for internal audit. The RBIA framework is commensurate with the nature of the business, size, scale and complexity of its operations.

At the beginning of each financial year, a RBIA Plan is rolled out after approval of the Audit Committee. The RBIA Plan is aimed at evaluation of the efficacy and adequacy of internal control systems and compliance thereof, robustness of internal processes, policies and accounting procedures and compliance with laws and regulations. The RBIA Plan is developed based on the risk profile of business and activities of the organisation. Based on the reports of RBIA, process owners undertake corrective action in their respective areas.

A RBIA report containing the audit findings/ observations and process improvements is presented to the Audit Committee on half-yearly basis and an action taken report alongwith the current status to the observations of RBIA is presented to the Audit Committee Meeting on a quarterly basis. The Audit Committee reviews the performance of the Internal Audit function on an annual basis.

Information Technology Governance, Risk, Controls and Assurance Practices

Reserve Bank of India vide its notification dated November 7, 2023 had issued "Reserve Bank of India (Information Technology Governance, Risk, Controls and Assurance Practices) Directions, 2023" effective from April 1, 2024 (repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies – Cybersecurity, Technology: Risk, Resilience and Assurance Framework) Directions, 2026 dated July 31, 2026) (RBI IT Master Direction). The RBI IT Master Direction provides for the appointment of sufficiently senior level, technically competent and experienced official in IT related aspects as Head – IT and a senior level executive (preferably in the rank of a General Manager or an equivalent position) as Chief Information Security Officer (CISO). On the recommendation of the IT Strategy Committee, the Board approved the appointment of Mr. Ankur Sood as Head – IT and Mr. Amit Matani as CISO. Infradebt has a Board approved Information Security and Technology Policy which is in compliance of the requirements of RBI IT Master Direction. Further, an annual Information systems audit and a comprehensive risk assessment of IT systems is conducted by an Independent Auditor.

During FY2026, an Information Systems Audit was conducted by an audit firm and the report on the same was placed before the Board, Audit Committee, Information Technology Strategy Committee and Information Technology Steering Committee. The areas audited were, *inter alia*, review of IT Governance, review of Information Security Policies and procedures, cyber security policy, physical and environmental controls review, logical access controls review, operating systems controls review, controls review of in-scope business processes or systems, review of IT asset inventory management, datacenter, back up controls review, Incident handling mechanism, Business Continuity Planning and Disaster Recovery, review of Policy and process for IT services outsourcing, review of user IS awareness and review of DAKSH portal usage, process of user creation & maintenance and role assignment. The audit for FY2026 revealed no material observations.

Disclosures as per RBI Master Direction

Disclosures pursuant to Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025, are provided below:

- **Composition of the Board and details of change in current & previous financial year:** The details as required in the above mentioned RBI Master Direction have been provided in the Directors' Report under the head "Directors" (refer Page no. 11 of the Directors' Report) and "Remuneration of Directors" (refer Page no. 12 of the Directors' Report) and in the Report on Corporate Governance under the head "Details of Board of Directors and Board Meetings" (refer Page no. 27). No Director held any shares or convertible instruments in the Company (except ESOPs as disclosed in Annexure – 6). The Directors of the Company are not related to each other. No independent director resigned before expiry of her/his term.
- **Committees of the Board and their composition:** The details as required in the above mentioned RBI Master Direction have been provided in the Report on Corporate Governance under the head "Board Committees".
- **General Body Meetings:** The details as required in the above mentioned RBI Master Direction have been provided in the Report on Corporate Governance under the head "Details of General Body Meetings".

- **Details of non-compliance with the requirements of The Companies Act, 2013:** During the financial year ended March 31, 2026, there has been no non-compliance with respect to requirements of The Companies Act, 2013 including with respect to compliance with accounting and secretarial standards.
- **Details of penalties and strictures:** During FY2026, there was no non-compliance, penalties, strictures imposed on the Company by BSE Limited or SEBI or any statutory authority on any matter related to capital markets, except as below:

  The penalty order under Section 270A of the Income Tax Act, 1961 was received for FY2018-19. Infradebt has already filed an appeal before Commissioner of Income-tax (Appeals) against the said order on April 28, 2026. Hearing for the same is awaited.
- **Breach of covenant:** During the financial year ended March 31, 2026, there was no breach in covenants of debt securities issued and outstanding at March 31, 2026 (March 31, 2025: Nil).
- **Divergence in Asset Classification and Provisioning:** During the financial year ended March 31, 2026 there is no divergence assessed by RBI in asset classification and provisioning for NPAs for the Company.
- **Framing of Internal Guidelines on Corporate Governance:** Infradebt has adopted Internal Guidelines on Corporate Governance containing details of Corporate Structure, Committees, Audit & Control, Fit & Proper Criteria, Chief Risk Officer, Chief Compliance Officer, Head of Internal Audit, Head – IT, Chief Information Security Officer, Disclosures & Transparency, etc and published on its website for the information of various stakeholders.
- **Management Discussion and Analysis Report (MDAR):** The management of Infradebt, in addition to this report, has prepared MDAR which forms part of this report and is enclosed herewith as Annexure - 1.

Policies Adopted

Pursuant to the RBI Master Directions as amended, the Board of Directors have framed various policies/ codes as applicable to Infradebt. The Board periodically reviews the policies/ codes and approves amendments as and when necessary.

Other Disclosures

1. The Company has in place a functional website and the details required to be uploaded on the website as per various RBI Master Directions have been duly uploaded.
2. The Policy on Related Party Transactions has been hosted on the website of Infradebt at https://www.infradebt.in/en/about_us_policies.
3. The Company has put in place a policy on the fit and proper criteria including process of due diligence at the time of appointment/ renewal/ re-appointment of the Directors. All the Directors have given a fit and proper declaration prescribed by RBI and meet the fit and proper criteria stipulated by RBI.
4. Necessary information and declaration/ undertaking from the proposed/ existing Directors have been obtained, which have also been scrutinized by the Board Governance, Remuneration and Nomination Committee and were also placed before the Board.
5. The Company has obtained Deed of Covenants and other relevant disclosures signed by the Directors, in the format specified under RBI Master Directions.
6. Pursuant to Reserve Bank of India (RBI) circular on Risk Management System - Appointment of Chief Risk Officer (CRO) for NBFCs dated May 16, 2019 (now repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025), the Board of Infradebt at its Meeting held on April 16, 2025 had re-appointed Mr. Akash Deep Jyoti as CRO for another period of three years i.e. from July 17, 2025 upto July 16, 2028. As CRO, he is responsible for the overall risk management for the company. This primarily includes the management of credit risk, liquidity risk, interest rate risk, asset-liability risk and operational risk.
7. Pursuant to Reserve Bank of India (RBI) circular on Risk-Based Internal Audit (RBIA) dated February 3, 2021 (repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies - Internal Audit Function) Directions, 2026 dated July 31, 2026), the Board of Infradebt at its Meeting held on January 22, 2025 re-appointed Mr. Ankur Sood as the Head of Internal Audit (HIA) for a period of three years i.e. from March 24, 2025 to March 23, 2028. As HIA, he is responsible for internal audit function.

REPORT ON CORPORATE GOVERNANCE (contd.)

8. Pursuant to Reserve Bank of India (RBI) circular on Compliance Function and Role of Chief Compliance Officer (CCO) dated April 11, 2022 (repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies - Compliance Function) Directions, 2026 dated July 31, 2026), the Board of Infradebt at its Meeting held on April 19, 2023, appointed Mr. Gaurav Tolwani as CCO from April 19, 2023 to April 18, 2026. The Board of Infradebt at its Meeting held on April 15, 2026 had re-appointed Mr. Tolwani as CCO for another period of three years i.e. from April 19, 2026 to April 18, 2029. As CCO, he is responsible to function independently so as to ensure highest standards of compliance.

9. Pursuant to Reserve Bank of India (RBI) Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 7, 2023 (repealed and replaced by Reserve Bank of India (Non-Banking Financial Companies – Cybersecurity, Technology: Risk, Resilience and Assurance Framework) Directions, 2026 dated July 31, 2026), the Board of Infradebt at its Meeting held on January 23, 2024 appointed Mr. Amit Matani as the Chief Information Security Officer (CISO) for a period of three years i.e. upto January 22, 2027. As CISO, he is responsible for ensuring information/cyber security measures.

10. Relevant disclosures as applicable under the RBI Master Directions have been made in the Annual Financial Statements for the financial year ended March 31, 2026.

Annexure – 3

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to The Companies (Corporate Social Responsibility Policy) Rules, 2014]

As required under Section 135(4) of The Companies Act, 2013 (the Act) and Rule 9 of The Companies (Accounts) Rules, 2014, the details with respect to CSR are as follows:

1. A brief outline on CSR policy of the Company:

The CSR Policy of Infradebt focuses on addressing critical social, environmental and economic needs of the marginalized/underprivileged sections of the society with an approach to integrate the solutions to these problems to benefit the communities at large and create social and environmental impact.

The CSR Policy of Infradebt details the CSR projects that would be undertaken, governance structure, operating framework (which includes formulation of an annual action plan and implementation of the activities to be undertaken) and monitoring mechanism. The CSR Policy of the Company is in line with Section 135 of the Act, The Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII to the Act.

2. The Composition of CSR Committee:

As on March 31, 2026, the CSR Committee of Infradebt comprises two Independent Directors, one Nominee Director and one Executive Director. The composition of the CSR Committee as on March 31, 2026 is as below:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1.	Arun Tiwari	Chairman, Independent Director	1	1
2.	Vijay Maniar	Member, Independent Director	1	1
3.	Swati Vatsa	Member, Nominee Director	1	1
4.	Suvek Nambiar	Member, Managing Director & CEO	1	1

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:

Pursuant to Rule 9 of The Companies (Corporate Social Responsibility Policy) Rules, 2014, Composition of CSR Committee, CSR Policy and CSR projects approved by the Board for FY2026 are disclosed on the Infradebt's website.

Web-link for Composition of CSR Committee: https://www.infradebt.in/en/about_us_board_committees

Web-link for CSR Policy: https://www.infradebt.in/en/about_us_policies

Web-link of CSR Projects: https://www.infradebt.in/content/dam/infradebt/CSR-disclosure-for-website-FY2026.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of Rule 8(3) of The Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

Not applicable, as the average CSR obligation in the three immediately preceding financial years (i.e. FY2023, FY2024 and FY2025) is less than ₹ 10 crores i.e. ₹ 6,27,61,810.

Annexure – 3 (contd.)

5. (a) Average net profit of the company as per Section 135(5):

The average net profit of the Company for the last three financial years (i.e. FY2023, FY2024 and FY2025) calculated as specified by the Act is ₹ 420,10,42,435.

(b) Two percent of average net profit of the company as per Section 135(5): ₹ 8,40,20,849

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

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

(e) Total CSR obligation for the financial year (a+b-c): ₹ 8,40,20,849

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 8,40,25,000

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Not applicable

(d) Total amount spent for the Financial Year (a+b+c): ₹ 8,40,25,000

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

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
8,40,25,000	Nil			Nil	

(f) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	8,40,20,849
(ii)	Total amount spent for the Financial Year	8,40,25,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4,151
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	4,151

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in ₹)	Balance Amount in Unspent CSR Account under section 135(6) (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	FY2023	Nil	Nil	Nil	Nil		Nil	NA
2	FY2024	Nil	Nil	Nil	Nil		Nil	NA
3	FY2025	Nil	Nil	Nil	Nil		Nil	NA
	Total	**Nil**	**Nil**	**Nil**	**Nil**		**Nil**	**NA**

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Nil

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

Sr No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Nil							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

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):

The CSR Committee hereby confirms that the Company has spent two per cent of the average net profit as per Section 135(5) of the Act.

Arun Tiwari
Chairman – CSR Committee

Suvek Nambiar
Managing Director & CEO

Date: August 11, 2026
Place: Mumbai

Annexure – 4

Compliance Certificate as per Regulation 62D(14) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for High Value Debt Listed Entities

To,
The Board of Directors
India Infradebt Limited

1. We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2026 and to the best of our knowledge and belief -

   (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violative of the Company's Code of Business Conduct and Ethics.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee that:

   (i) there have been no significant changes in internal control over financial reporting during the financial year;

   (ii) there have been no significant changes in accounting policies during the financial year; and

   (iii) there have been no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Suvek Nambiar
Managing Director & CEO

Surendra Maheshwari
Chief Financial Officer

Date: April 15, 2026
Place: Mumbai

Annexure – 5

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members
INDIA INFRADEBT LIMITED
U65923MH2012PLC237365
The Capital, 'B' Wing, 1101 A,
Bandra Kurla Complex,
Mumbai-400051.

I have examined the compliance of the conditions of Corporate Governance by **INDIA INFRADEBT LIMITED** ("the Company") for the financial year ended **March 31, 2026**, as stipulated in Regulations 62B to 62Q, clauses (a) to (i) of sub-regulation (1A) of Regulation 62 and paragraphs C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and representations made by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For M/s Jaiprakash R Singh & Associates
Practicing Company Secretary

CS Jaiprakash Singh
Proprietor
M. No.: F7391
C P No.: 4412
PR No. 1216/2021
UDIN: F007391H000106699

Place: Mumbai
Date: 15/04/2026

Office Address:
214, Swastik Disa Corporate Park, LBS Marg, Ghatkopar West, Mumbai 400 086
Cell no. 9892741823/ 8850415425 Email: jpofficemumbai@yahoo.in

Annexure – 6

DISCLOSURES UNDER THE INDIA INFRADEBT LIMITED – EMPLOYEES STOCK OPTION PLAN 2018 (ESOP 2018) AND ESOP 2020 PURSUANT TO RULE 12(9) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AS ON FINANCIAL YEAR ENDED MARCH 31, 2026:

Sr. No.	Particulars	Under ESOP 2018	Under ESOP 2020
1.	Number of options granted	2,31,11,111	3,54,52,579
2.	Number of options vested	2,31,11,111	1,78,00,461
3.	Number of options exercised	0	0
4.	Total number of shares arising as a result of exercise of options	0	0
5.	Number of options lapsed / cancelled	NA	5,40,000
6.	Exercise Price of the options exercised in ₹ per equity share	NA	NA
7.	Variation of terms of options	NA	NA
8.	Money realised by the exercise of Options	NA	NA
9.	Total number of options in force	2,31,11,111	3,49,12,579

10. Employee wise details of options granted to:

i. Details of options granted to Key Managerial Personnel:-

Sr. No.	Name of Key Managerial Personnel	Designation	ESOP 2020	
			Options granted during the year ended March 31, 2026	Options Exercised during the year ended March 31, 2026
1	Suvek Nambiar	Managing Director & CEO	31,58,430	NIL
2	Surendra Maheshwari	Chief Financial Officer	9,02,174	NIL
3	Gaurav Tolwani	Company Secretary & Chief Compliance Officer	3,00,000	NIL

ii. Details of any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year:-

The details are available for inspection by the Members at the Registered Office of the Company during business hours on working days. Any Member interested in obtaining the said details may write to the Company Secretary at the Registered Office.

iii. Details of identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant:-

Nil

Arun Tiwari
Chairman
(DIN: 05345547)

Date : August 11, 2026
Place : Mumbai

Annexure – 7

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

To
The Members,
INDIA INFRADEBT LIMITED
U65923MH2012PLC237365
The Capital, 'B' Wing, 1101 A,
Bandra Kurla Complex,
Mumbai-400051

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **India Infradebt Limited** (U65923MH2012PLC237365) (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's statutory registers, 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 ended on **31st March, 2026** complied with the statutory provisions listed hereunder and also that the Company has followed proper Board-processes and has required compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2026**, according to the provisions of:
   - I. The Companies Act, 2013 (the Act) and the rules made thereunder;
   - II. Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
   - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
   - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, as applicable;
   - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), **as amended till date to the extent applicable to the Company with respect to its listed Non-convertible debentures:-**
     - a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – ***Not Applicable to the Company;***
     - b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
     - c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - ***Not Applicable to the Company;***

Annexure – 7 (contd.)

d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- ***Not Applicable to the Company***;

e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding The Companies Act and dealing with client - ***Not Applicable to the Company***;

f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - ***Not Applicable to the Company;***

g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - ***Not Applicable to the Company***;

h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

i) Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018 – ***to the extent applicable to the issuer of listed Non-convertible Debentures;***

j) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 – ***to the extent applicable to listed Non-convertible Debentures;***

VI. Applicable Reserve Bank of India (RBI) regulations to the Company:

a) Reserve Bank of India Act, 1934 (Master Directions/Circulars issued by RBI to the extent applicable).

b) Non-Banking Financial Companies Regulations issued by the RBI as amended from time to time (To the extent applicable).

c) Prevention of Money Laundering Act, 2002 and guidelines issued by SEBI/RBI/FIU (to the extent applicable).

VII. Other applicable laws

a) Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

b) Payment of Gratuity Act, 1972

c) The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013

d) Income Tax Act, 1961

e) Goods and Services Tax (GST) Act, 2017

The above are the other applicable laws to the Company and this audit has not covered other applicable laws.

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

(a) Secretarial Standards with regards to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India; and

(b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - ***to the extent applicable to listed Non-Convertible Debentures.***

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

3. I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, Women and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review, however, appointment of director retiring by rotation was carried out in compliance with the provisions of the Act.

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

Majority decision is carried through, there was no dissenting views delivered and recorded as part of the minutes.

4. I further report that:

Based on the information received and records maintained, there are adequate systems and processes in the Company commensurate with its size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under review, the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws rules, regulations, guidelines, standards etc.:

i. The Company has obtained approval of the Board of Directors of the Company at its Meeting held on July 16, 2025 and approval of the Shareholders of the Company at the 13th Annual General Meeting of the Company held on September 04, 2025 for increase in borrowing powers of the Board not exceeding ₹ 1000.00 billion as per Section 180(1)(c) of The Companies Act, 2013.

ii. The Company has obtained approval of the Board of Directors of the Company at its Meeting held on July 16, 2025 and approval of the Shareholders of the Company at the 13th Annual General Meeting of the Company held on September 04, 2025 for creation of charges on the movable and immovable properties of the company both present and future, in respect of borrowings under Section 180(1)(a) of The Companies Act, 2013.

iii. The Company has obtained approval of the Board of Directors of the Company at its Meeting held on July 16, 2025 for issue of Non-Convertible Debentures (including Subordinated Bond, Fixed Coupon Bond, Floating Coupon Bond, Zero Coupon Bond and Market Linked Debentures) for cash aggregating to ₹ 200.00 billion across one or more tranches/series on private placement basis under Section 179 of The Companies Act, 2013.

iv. The Company has obtained approval of the Shareholders of the Company at the 13th Annual General Meeting of the Company held on September 04, 2025 for Issue of Non-Convertible Debentures (including Subordinated Bond, Fixed Coupon Bond, Floating Coupon Bond, Zero Coupon Bond and Market Linked Debentures) for cash not exceeding ₹ 200.00 billion in one or more tranches/series with or without security on private placement basis under Section 42 of The Companies Act, 2013.

v. During the financial year 2026, the Company issued and allotted Secured Listed Fully Redeemable Non-Convertible Debentures (NCDs) aggregating to ₹ 76.55 billion on private placement basis.

For M/s Jaiprakash R Singh & Associates
Company Secretaries

CS Jaiprakash Singh
Proprietor
M. No.: F7391
C P No.: 4412
PR No. 1216/2021
UDIN: F007391H000106391

Place: Mumbai
Date: 15/04/2026

Note: My report is to be read along with Annexure A.

Annexure A

To
The Members,
INDIA INFRADEBT LIMITED
U65923MH2012PLC237365
The Capital, 'B' Wing, 1101A,
Bandra Kurla Complex
Mumbai-400051.

My report 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 our audit.
2. 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 the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and major events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M/s Jaiprakash R Singh & Associates
Company Secretaries

CS Jaiprakash Singh
Proprietor
M. No.: F7391
C P No.: 4412
PR No. 1216/2021
UDIN: F007391H000106391

Place: Mumbai
Date: 15/04/2026

Annexure – 8

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of The Companies Act, 2013 (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 Section 188(1) of the Act including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ 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.	ICICI Bank Limited, Investing Company	Purchase of Term Loan	-	Purchase of term loan from ICICI Bank Limited amounting to ₹ 3,569.14 million (Clients: Six SPVs of Solararise group and Devanahalli Tollway Private Limited).	July 16, 2025 (Please refer Note no. 2)	N.A.
2.	ICICI Bank Limited, Investing Company	Non-Convertible Debentures (NCDs) issued in line with prevailing market rates to ICICI Bank Limited	-	Subscribed to multiple NCDs issue: 1,26,550 NCDs of the face value of ₹ 0.10 million each for cash at par/ premium (as applicable) aggregating to ₹ 12,675.03 million (net of premium, as applicable).	July 16, 2025 (Please refer Note no. 2)	N.A.
3.	ICICI Securities Primary Dealership Limited, Investing Company	NCDs issued in line with prevailing market rates to ICICI Securities Primary Dealership Limited	-	Subscribed to multiple NCDs issue: 59,500 NCDs of the face value of ₹ 0.10 million each for cash at par/discount (as applicable) aggregating to ₹ 5,959.71 million (net of premium, as applicable).	July 16, 2025 (Please refer Note no. 2)	N.A.

Note:

1. Above table only includes those transactions which were undertaken during the financial year ended March 31, 2026.
2. Since, the related party transactions are in ordinary course of business and are at arm's length basis, approval of the Board is not applicable under the Act. However, necessary approvals were granted by the Audit Committee, Board of Directors and Shareholders for material related party transactions pursuant to Regulation 23 and 62K of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Arun Tiwari
Chairman
(DIN: 05345547)

Date : August 11, 2026
Place : Mumbai

Annexure – 9

DETAILS IN TERMS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. **The ratio of remuneration of each director to the median remuneration of the employees for the financial year:**

   Managing Director & CEO - 17.73:1

2. **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive officer, Company Secretary or Manager, if any, in the financial year:**

   The percentage increase in commission of Chairman is 100% and other Independent Directors is 50%. The percentage increase in remuneration of the Managing Director & CEO, Chief Financial Officer and Company Secretary is 5%, 10% and 25% respectively.

3. **The percentage increase in the median remuneration of employees in the financial year:**

   There is no increase in the median remuneration of the employees in the financial year.

4. **The number of permanent employees on the rolls of the company:**

   The number of permanent employees was 35 on March 31, 2026.

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

   The average percentage increase made in the salaries of total employees other than Key Managerial Personnel is around 12.09%, while the average increase in the remuneration of the Key Managerial Personnel is 7.72%.

6. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

   Yes, it is confirmed.

Arun Tiwari
Chairman
(DIN: 05345547)

Date : August 11, 2026
Place : Mumbai

Annexure – 10

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Para C (10)(i) of of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
India Infradebt Limited
U65923MH2012PLC237365
The Capital, 'B' Wing, 1101 A,
Bandra Kurla Complex,
Mumbai – 400051.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **INDIA INFRADEBT LIMITED** having CIN U65923MH2012PLC237365 and having registered office at The Capital, 'B' Wing, 1101 A, Bandra Kurla Complex, Mumbai-400051 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with BSE Notice No. 20220107-16 dated January 7, 2022 read with Regulation 34(3) read with clause 10(i) of Para C of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2026 have been debarred or disqualified from being appointed or continue as Directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Name of the Directors as on March 31, 2026	DIN	Category of Directorship	Date of Appointment
1.	Mr. Arun Tiwari	05345547	Chairman & Independent Director	24/08/2018
2.	Mr. Vijay Maniar	00750905	Independent Director	23/01/2023
3.	Ms. Lata Pillai	02271155	Independent Director	19/07/2023
4.	Mr. Vipul Agarwal	10835078	Nominee Director	16/11/2024
5.	Mr. Lalit Tyagi	08220977	Nominee Director	11/08/2023
6.	Ms. Swati Vatsa	10791240	Nominee Director	07/10/2024
7.	Mr. Suvek Raghavan Nambiar	06384380	Managing Director & CEO	31/10/2012

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s Jaiprakash R Singh & Associates
Company Secretaries

Jaiprakash Singh
Proprietor
M. No.: F7391
C P No.: 4412
PR No. 1216/2021
UDIN: F007391H000106655

Place: Mumbai
Date: 15/04/2026

INDEPENDENT AUDITORS' REPORT

To the members of
India Infradebt Limited

Report on the audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **India Infradebt Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of material accounting policy information and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit and total comprehensive income, its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the 'Auditors' Responsibilities for the Audit of the 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 ("the ICAI") together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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 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 Financial Statements for the current period. These matters were addressed in the context of our audit of the 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 the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matters	How our audit addressed the Key Audit Matter
Impairment of financial instruments (expected credit losses) (as described in Note 2.3(E)(6) and 2X of the Financial Statements) Ind AS 109 requires the Company to provide for impairment of its loan receivables (financial instruments) using the expected credit losses (ECL) approach. ECL involves an estimation of probability weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions, and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances.	Our audit procedures included: • Considering the Company's accounting policies for impairment of loan receivables and assessing compliance with the Board approved policies in terms of Ind AS 109. • Tested the assumptions used by the Company for staging of loan portfolio into various categories and default buckets for determining the PD and LGD rates. • Tested the operating effectiveness of the controls for staging of loans based on their past-due status. Tested samples of performing (stage 1) loans to assess whether any loss indicators were present requiring them to be classified under stage 2 or 3.

INDEPENDENT AUDITORS' REPORT (contd.)

Key Audit Matters	How our audit addressed the Key Audit Matter
In the process, a significant degree of judgement and estimation has been applied by the management for: a) Defining qualitative/ quantitative thresholds for 'significant increase in credit risk' ("SICR") and 'default'. b) Determining effect of less frequent past events on future probability of default (PD) and loss given default (LGD). c) Factoring in effects of estimates and forecasts arising out of domestic as well as global macro-economic uncertainties on management overlay. Considering the significance of the above matter to the financial statements and since the matter involved significant level of estimation in the calculation of expected credit losses, we identified this as a key audit matter in our audit.	• Tested the input data used for determining the PD and LGD rates and agreed the data with the underlying books of accounts and records. • Performed inquiries with the Company's management and its risk management function to assess the rationale and impact of macro-economic and global macro-economic provisions on the business activities of the Company and its loans and investment portfolio. • Tested the arithmetical accuracy of computation of model-based ECL provision performed by the Company. • Assessed the reasonableness of management overlay applied to the overall loan portfolio, taking into account the risks associated with the uncommon nature of the Company's operations within the industry, as well as the impact of global economic and geopolitical developments. • Read and assessed the disclosures included in the Ind AS financial statements in respect of expected credit losses with the requirements of Ind AS 107 and 109. • Read and assessed the sufficiency and appropriateness of specific disclosures made in the Ind AS financial statements with regards to managements evaluation of the uncertainties arising from macro-economic and global macro-economic and its impact on ECL. This significant matter is fundamental to the understanding of the user of the financial statements. • Obtained written representation from the management on whether they believe significant judgements and assumptions used in calculation of expected credit losses are reasonable. • Evaluated whether the methodology applied by the Company in is compliant with the requirements of the relevant Ind AS, RBI's Master Directions relating to Prudential Norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances and confirmed that the calculations are performed in accordance with the approved methodology.

Information Other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors Report and the related annexures, but does not include the Financial Statements and our Auditors' Report thereon.

Our opinion on the 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 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 Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these 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.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the audit of the 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 auditors' 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the 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 auditors' 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.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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 Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The audited financial statements of the Company for the financial year ended March 31, 2025, were jointly audited by one of the predecessor joint auditors M/s G D Apte & Co, Chartered Accountants along with M/s V C Shah & Co, Chartered Accountants, who have issued an unmodified opinion vide their reports dated April 16, 2025.

Our opinion is not modified in respect of this matter.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in "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.

INDEPENDENT AUDITORS' REPORT (contd.)

(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, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account.

(d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

(e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.

(g) In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.

(h) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of 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 impact its financial position other than those disclosed in Note 2AP;

(ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

(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 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 entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that we 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 (a) and (b) contain any material misstatement.

(v) The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.

(vi) Based on our examination which included test checks, the Company uses an accounting

software (including Loan Management Systems) for maintaining its books of account which has a feature of recording audit trail (edit log) facility at application and at database level (in case of accounting application the Company uses Tally Prime edit log for which direct access to data is restricted and is in encrypted form) and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **V C Shah & Co**
Chartered Accountants
Firm Registration No: 109818W

Viral J. Shah
Partner
Membership No: 110120
UDIN: 26110120XEPEMC4648
Place: Mumbai
Date: April 15, 2026

For **N V C & Associates LLP**
Chartered Accountants
Firm Registration No: 106971W/W101085

N Jayendran
Partner
Membership No: 040441
UDIN: 26040441JYHVPJ1614
Place: Mumbai
Date: April 15, 2026

"Annexure A" to the Independent Auditors' Report

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date]

i. a) A) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

B) According to the information and explanations given to us, the Company has maintained proper records showing full particulars of intangible assets.

b) The Company has a regular programme of physical verification of its property, plant and equipment during the year by which the property, plant and equipment are verified by the management according to a programme. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its property, plant and equipment. Property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

d) According to the information and explanations given to us by the management, the Company has not revalued its property, plant and equipment (including Right of Use assets) or intangible assets or both during the year.

e) Based on the audit procedures performed by us and according to the information, explanations and representations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. a) The Company's business does not involve inventories. Accordingly, the provision of Clause 3(ii) (a) of the Order is not applicable to the Company.

b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.

iii. a) The Company is a registered as Non-Banking Financial Company and its principal business is to give loans Accordingly, the provisions of Clause 3(iii) (a) of the Order is not applicable to the Company.

b) According to the information and explanations given to us by the management, the terms and conditions of the grant of all loans and advances in the nature of loans provided during the year are not prejudicial to the Company's interest. Also, there are no investments made, guarantees provided, security given by the Company during the year.

c) In respect of loans and advances in the nature of loans, granted by the Company as part of its business, the schedule of repayment of principal and payment of interest has been stipulated by the Company. Having regard to the voluminous nature of loan transactions, it is not practicable to report on the regularity of repayment of principal and payment of interest on an individual basis. However, based on the audit procedures performed on a test-check basis and the system-generated reports, we observed that the repayments or receipts of principal and interest are generally regular, except for the instances of defaults which have been identified by the management and appropriately categorized as Stage 2 and Stage 3 assets (Non-Performing Assets) in accordance with Ind AS 109 and the applicable Reserve Bank of India (RBI) guidelines.

Further, except for those instances where there are delays or defaults in repayment of principal and / or interest as at the balance sheet date, in respect of which the Company has disclosed asset classification / staging of loans in note 2X to the financial statements in accordance with Indian Accounting Standards and the guidelines issued by the Reserve Bank of India, the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest, as applicable.

d) In respect of loans and advances in the nature of loans, the total amount overdue for more than ninety days as at March 31, 2026 and the details

of the number of such cases, are disclosed in note 2X to the financial statements. In such instances, in our opinion, reasonable steps have been taken by the Company for recovery of the overdue amount of principal and interest.

e) The principal business of the Company is to give loans. Accordingly, the provisions of Clause 3 (iii) (e) of the Order is not applicable to the Company.

f) According to the information and explanations given to us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

iv. According to the information and explanations given to us, the Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186 of the Act. Accordingly, the reporting under Clause 3(iv) of the Order is not applicable to the Company.

v. According to the information and explanations given to us, the Company has not accepted deposits under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, the reporting under Clause 3(v) of the Order is not applicable to the Company. We are informed by the management, that no order that has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other tribunal in respect of the said sections.

vi. The Central Government has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Accordingly, the reporting under Clause 3(vi) of the Order is not applicable to the Company.

vii. a) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Income Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. We are informed that, the provisions relating to Sales tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Employees' State Insurance and cess are not applicable to the Company.

According to the information and explanations given to us and on the basis of our examination of records of the Company, there were no arrears of outstanding statutory dues in respect of Goods and Services tax, Provident Fund, Income-tax, and other statutory dues as on last day of the financial year for a period of more than six months from the date they became payable. According to the information and explanations given to us and on the basis of our examination of records of the Company, the provisions relating to employees' state insurance, duty of customs, duty of excise, value added tax and cess are not applicable to the Company.

b) According to the information and explanations given to us and on the basis of our examination of records of the Company, the dues of income-tax, goods and service tax and cess outstanding on account of any dispute, are as follows:

Nature of statue	Nature of dues	Amount (in INR million)	Period for which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	0*	AY 2013-14 to AY 2017-18	Appeal Pending to be filed with ITAT. **
		71.24	AY 2019-20	
		145.45	AY 2022-23	
	Income Tax - Penalty	38.35	AY 2019-20	Appeal Pending to be filed with CIT(A)
MGST / CGST Act 2017	Goods & Service tax	7.86	FY 2017-18	Commissioner of Appeals

**Outstanding tax demand adjusted against the income tax refund order for subsequent Assessment years.*
***The CIT(A) has directed the allowances of related expenses rectification for which is filed. The tax effect in respect thereof is not expected to be material (Refer Note 2AP).*

viii. According to the information and explanations given to us, there are no transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961. Accordingly, the reporting under Clause 3(viii) of the Order is not applicable to the Company.

ix. a) According to the information and explanation given to us and based on the audit procedures performed by us, the Company has not defaulted in repayment of loans or in the payment of interest thereon to any lender during the year.

"Annexure A" to the Independent Auditors' Report (contd.)

b) According to the information and explanation given to us, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender till the date of our audit report.

c) According to the information and explanation given to us, the Company has not taken any term loan during the year. Accordingly, the reporting under Clause 3(ix)(c) of the Order is not applicable to the Company.

d) According to the information and explanation given to us, the Company has not raised funds on short term basis during the year. Accordingly, the reporting under Clause 3(ix)(d) of the Order is not applicable to the Company.

e) The Company does not have any Subsidiary, Associate or Joint ventures and therefore the clauses 3(ix) (e) and 3(ix)(f) of the Order are not applicable to the Company.

x. a) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of non-convertible debentures for the purposes for which they were raised.

b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) during the year. Accordingly, the reporting under Clause 3(x)(b) of the Order is not applicable to the Company.

xi. a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company noticed or reported during the year, nor have we been informed of any such case by the management.

b) There has been no report filed by us under sub-section (12) of Section 143 of the Act in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.

c) As represented to us by the management, no whistle blower complaints were received by the Company during the year.

xii. According to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, the reporting under Clause 3(xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required by Indian Accounting Standard (Ind AS) 24, Related Party Disclosures, specified under Section 133 of the Act.

xiv. a) In our opinion and according to the information and explanations given to us and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the Internal Audit reports of the Company issued till date for the period under audit.

xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or directors of its holding company or persons connected with them during the year and hence, the provisions of Section 192 of the Act are not applicable to the Company. Accordingly, the reporting under Clause 3(xv) of the Order is not applicable to the Company.

xvi. a) According to the information and explanations given to us, the Company has registered as required under Section 45-IA of the Reserve Bank of India Act, 1934.

b) In our opinion and according to the information and explanations given to us, the Company has conducted Non-Banking Financial activities with a valid Certificate of Registration (CoR) - N-13.02039 (IDF-NBFC) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

c) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

Accordingly, the reporting under Clauses 3(xvi)(c) of the Order is not applicable to the Company.

d) Based on the information and explanations given to us and the audit procedures performed by us, we report that the Group has no CIC.

xvii. In our opinion and according to the information and explanations given to us, the Company has not incurred cash losses in the current financial year as well as in the immediately preceding financial year. Accordingly, the reporting under Clause 3(xvii) of the Order is not applicable to the Company.

xviii. During the year, the previous joint auditors M/s G D Apte & Co, Chartered Accountants has completed their term in accordance with regulatory requirement of as per the RBI circular on appointment of auditors for Banks and NBFCs dated 27th April, 2021. The Incoming auditors have received the no objection certificate from the previous joint auditors and there was no concern raised by the previous Joint auditors.

Since there was no resignation during the year the reporting under Clause 3(xviii) of the Order is not applicable to the Company.

xix. According to the information and explanations given to us and 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, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.

xx. a) According to the information and explanations given to us, in respect of other than ongoing projects, the Company has no unspent amount that needs to be transferred to a Fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of Section 135 of the Act.

b) According to the information and explanations given to us, there are no on-going projects and therefore there are no amounts required to be spent under section 135 (6) of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year to the Company

For **V C Shah & Co**
Chartered Accountants
Firm Registration No: 109818W

Viral J. Shah
Partner
Membership No: 110120
UDIN: 26110120XEPEMC4648
Place: Mumbai
Date: April 15, 2026

For **N V C & Associates LLP**
Chartered Accountants
Firm Registration No: 106971W/W101085

N Jayendran
Partner
Membership No: 040441
UDIN: 26040441JYHVPJ1614
Place: Mumbai
Date: April 15, 2026

"Annexure B" to the Independent Auditors' Report

Report on the Internal Financial Controls with reference to Financial Statements 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 **India Infradebt Limited** ("the Company") as of March 31, 2026 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, 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 system with reference to Financial Statements.

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to Financial Statements, including

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

Opinion

In our opinion, 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, 2026, based on the criteria for internal financial control with reference to financial statements 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.

For **V C Shah & Co**
Chartered Accountants
Firm Registration No: 109818W

Viral J. Shah
Partner
Membership No: 110120
UDIN: 26110120XEPEMC4648
Place: Mumbai
Date: April 15, 2026

For **N V C & Associates LLP**
Chartered Accountants
Firm Registration No: 106971W/W101085

N Jayendran
Partner
Membership No: 040441
UDIN: 26040441JYHVPJ1614
Place: Mumbai
Date: April 15, 2026

Balance Sheet

as at March 31, 2026

(₹ in million)

Particulars	Notes	At March 31, 2026 (Audited)	At March 31, 2025 (Audited)
ASSETS			
1 Financial assets			
(a) Cash and cash equivalents	2A	17,968.09	17,204.17
(b) Loans	2B	302,681.02	251,441.75
(c) Other financial assets	2C	31.12	5.76
2 Non-financial assets			
(a) Property, plant and equipment	2D	389.03	398.50
(b) Intangible assets	2E	0.86	0.43
(c) Other non-financial assets	2F	7,584.21	6,323.74
Total assets		**328,654.33**	**275,374.35**
LIABILITIES AND EQUITY			
Liabilities			
1 Financial liabilities			
(a) Debt securities	2G	277,391.96	230,285.89
(b) Subordinated liabilities	2H	8,622.22	8,618.35
(c) Other financial liabilities	2J	600.83	318.85
2 Non-financial liabilities			
(a) Provisions	2K	206.26	175.01
(b) Other non-financial liabilities	2L	46.56	52.75
Total liabilities		**286,867.83**	**239,450.85**
Equity			
(a) Equity share capital	2M	8,678.71	8,678.71
(b) Other equity	2N	33,107.79	27,244.79
Total equity		**41,786.50**	**35,923.50**
Total liabilities and equity		**328,654.33**	**275,374.35**
Material accounting policy information and notes to accounts	1 & 2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For V C Shah & Co
ICAI Firm registration number: 109818W
Chartered Accountants

per Viral J. Shah
Partner
Membership No. 110120

For N V C & Associates LLP
ICAI Firm registration number: 106971W/W101085
Chartered Accountants

per N Jayendran
Partner
Membership No. 040441

Place: Mumbai
Date: April 15, 2026

For and on behalf of the Board of Directors

Arun Tiwari
Chairman
DIN: 05345547

Suvek Nambiar
Managing Director & CEO
DIN: 06384380

Surendra Maheshwari
Chief Financial Officer

Gaurav Tolwani
Company Secretary &
Chief Compliance Officer

Statement of Profit and Loss

for the year ended March 31, 2026

(₹ in million)

Particulars			Notes	Year ended March 31, 2026 (Audited)	Year ended March 31, 2025 (Audited)
		Revenue from operations			
	(i)	Interest income	2O	27,162.48	22,263.70
	(ii)	Fees income		414.10	654.51
	(iii)	Net gain on fair value changes	2P	586.69	731.40
(I)		**Total revenue from operations**		**28,163.27**	**23,649.61**
		Other income			
	(i)	Other income	2Q	50.77	8.05
(II)		**Total other income**		**50.77**	**8.05**
(III)		**Total Income (I+II)**		**28,214.04**	**23,657.66**
		Expenses			
	(i)	Finance costs	2R	20,633.47	16,758.20
	(ii)	Impairment on financial instruments	2S	1,016.82	1,371.12
	(iii)	Employee benefit expenses	2T	391.82	354.17
	(iv)	Depreciation, amortisation and impairment	2D & 2E	11.53	24.81
	(v)	Other expenses	2U	140.13	125.80
(IV)		**Total expenses**		**22,193.77**	**18,634.10**
(V)		**Profit / (loss) before tax (V)=(III-IV)**		**6,020.27**	**5,023.56**
(VI)		Tax expense		-	-
(VII)		**Profit / (loss) for the year (VII)=(V-VI)**		**6,020.27**	**5,023.56**
(VIII)		**Other comprehensive income**			
	(i)	Items that will not be reclassified to profit and loss			
		(a) Remeasurement profit/loss on defined benefit plan		1.30	(1.24)
	(ii)	Income tax effect		-	-
		Other comprehensive income for the year (VIII)=(i-ii)		**1.30**	**(1.24)**
(IX)		**Total comprehensive income for the year (net of taxes) (IX)=(VII+VIII)**		**6,021.57**	**5,022.32**
(X)		**Earnings per equity share of ₹ 10/- face value**	2V		
		Basic (₹)		6.94	5.79
		Diluted (₹)		6.77	5.67
Material accounting policy information and notes to accounts			1 & 2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For V C Shah & Co
ICAI Firm registration number: 109818W
Chartered Accountants

per Viral J. Shah
Partner
Membership No. 110120

For N V C & Associates LLP
ICAI Firm registration number: 106971W/W101085
Chartered Accountants

per N Jayendran
Partner
Membership No. 040441

Place: Mumbai
Date: April 15, 2026

For and on behalf of the Board of Directors

Arun Tiwari
Chairman
DIN: 05345547

Suvek Nambiar
Managing Director & CEO
DIN: 06384380

Surendra Maheshwari
Chief Financial Officer

Gaurav Tolwani
Company Secretary &
Chief Compliance Officer

Statement of changes in equity

as at March 31, 2026

(₹ in million)

(A) Equity share capital	Note	Amount
Balance as at March 31, 2024	2M	**8,678.71**
Changes in equity share capital during the year		-
Balance as at March 31, 2025		**8,678.71**
Changes in equity share capital during the year		-
Balance as at March 31, 2026		**8,678.71**

(₹ in million)

(B) Other equity	Reserves and surplus				Total
	Securities premium	Statutory reserve u/s 45-IC of RBI Act, 1934	Shares option outstanding account (ESOP reserve)	Retained earning	
As at March 31, 2024	**3,717.02**	**4,051.57**	**278.57**	**14,338.91**	**22,386.07**
Profit/(Loss) for the year	-	-	-	5,023.56	5,023.56
Remeasurement of defined benefit plan	-	-	-	(1.24)	(1.24)
Total comprehensive income for year	**-**	**-**	**-**	**5,022.32**	**5,022.32**
Dividend paid on equity shares (Dividend for 2024 : ₹ 0.29 per share)	-	-	-	(251.68)	(251.68)
ESOP reserve	-	-	88.08	-	88.08
Transfer from retained earnings	-	1,004.71	-	(1,004.71)	-
As at March 31, 2025	**3,717.02**	**5,056.28**	**366.65**	**18,104.84**	**27,244.79**
Profit/(Loss) for the year	-	-	-	6,020.27	6,020.27
Remeasurement of defined benefit plan	-	-	-	1.30	1.30
Total comprehensive income for the year	**-**	**-**	**-**	**6,021.57**	**6,021.57**
Dividend paid on equity shares (Dividend for 2025: ₹ 0.29 per share)	-	-	-	(251.68)	(251.68)
ESOP reserve	-	-	93.12	-	93.12
Transfer from retained earnings	-	1,204.05	-	(1,204.05)	-
As at March 31, 2026	**3,717.02**	**6,260.33**	**459.77**	**22,670.67**	**33,107.79**

As per our report of even date

For V C Shah & Co
ICAI Firm registration number: 109818W
Chartered Accountants

per Viral J. Shah
Partner
Membership No. 110120

For N V C & Associates LLP
ICAI Firm registration number: 106971W/W101085
Chartered Accountants

per N Jayendran
Partner
Membership No. 040441

Place: Mumbai
Date: April 15, 2026

For and on behalf of the Board of Directors

Arun Tiwari
Chairman
DIN: 05345547

Suvek Nambiar
Managing Director & CEO
DIN: 06384380

Surendra Maheshwari
Chief Financial Officer

Gaurav Tolwani
Company Secretary &
Chief Compliance Officer

Cash Flow Statement

for the year ended March 31, 2026

(₹ in million)

Particulars	Year ended March 31, 2026 (Audited)	Year ended March 31, 2025 (Audited)
Cash flow from operating activities		
Profit before Tax	6,020.27	5,023.56
Adjustment to reconcile profit before tax to net cash flows		
Interest income on loans	(26,064.52)	(21,762.74)
Interest expenses on borrowings	20,604.07	16,701.06
Share based payment to employees	93.12	88.08
Depreciation on property, plant and equipment	11.53	24.81
Impairment on financial instruments	1,016.82	1,371.12
(Gain) / loss on termination of lease	-	(7.58)
Unwinding of discount on security deposit	-	(0.47)
	1,681.29	**1,437.84**
Interest income received	25,501.29	21,446.32
Interest expenses paid	(18,358.56)	(15,772.35)
Operating profit before working capital changes	**8,824.02**	**7,111.81**
Movements in working capital:		
(Decrease)/ Increase in other financial liabilities	240.92	(268.08)
(Decrease)/ Increase in other non-financial liabilities	26.35	31.00
Decrease/ (Increase) in Loans	(51,692.87)	(43,111.59)
Decrease/ (Increase) in other financial asset	(25.36)	11.92
Decrease/ (Increase) in other non-financial asset	7.42	(4.25)
Cash generated from / (used in) operations	**(42,619.52)**	**(36,229.19)**
Direct taxes (paid) / net of refunds	(1,267.89)	(2,289.61)
Net Cash flow from/ (used in) operating activities (A)	**(43,887.41)**	**(38,518.80)**
Cash flow from investing activities		
Purchase of property, plant & equipment and intangible assets	(2.48)	(387.93)
Net cash flow from/ (used in) investing activities (B)	**(2.48)**	**(387.93)**
Cash flow from financing activities		
Lease payment - Principal	-	(15.60)
Proceeds from issuance of debt securities	76,665.49	66,696.78
Repayment of debt securities	(31,760.00)	(22,900.00)
Dividend paid on equity share	(251.68)	(251.68)
Net cash flow from/ (used in) financing activities (C)	**44,653.81**	**43,529.50**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**763.92**	**4,622.76**

Cash Flow Statement

for the year ended March 31, 2026

(₹ in million)

Particulars	Year ended March 31, 2026 (Audited)	Year ended March 31, 2025 (Audited)
Cash and cash equivalents at the beginning of the year	17,204.17	12,581.41
Cash and cash equivalents at the end of the year	**17,968.09**	**17,204.17**
Components of cash and cash equivalents		
With banks - current accounts	255.46	357.25
With banks - fixed deposits	14,716.06	15,849.69
Investment in Treasury Bills - Short Term	2,996.57	997.23
Total cash and cash equivalents (note. no. 2A)	**17,968.09**	**17,204.17**
Foot notes:		
1. Cash and bank balances reconciliation		
Cash and bank balance as at end of the year	17,968.09	17,204.17
Less: fixed deposits for a period greater than 3 months	-	-
Cash and cash equivalents as at end of the year	**17,968.09**	**17,204.17**

Note:

1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in Ind AS 7 on "Statement of Cash Flows".
2. Net movement in borrowings (including debt securities and subordinated) liabilities amounting to ₹ 47,109.94 million (previous year: ₹ 44,656.11 million) includes fresh issuance amounting to ₹ 76,665.49 million (previous year: ₹ 66,696.78 million), repayments amounting to ₹31,760 million (previous year: ₹ 22,900 million) and due to increase in movement in non cash components such as interest accrual/unamortised cost amounting to ₹ 2,204.45 million (previous year: ₹ 859.33 million).

Material accounting policy information and notes to accounts (refer note 1 & 2)

The accompanying notes are an integral part of the financial statements

As per our report of even date

For V C Shah & Co
ICAI Firm registration number: 109818W
Chartered Accountants

per Viral J. Shah
Partner
Membership No. 110120

For N V C & Associates LLP
ICAI Firm registration number: 106971W/W101085
Chartered Accountants

per N Jayendran
Partner
Membership No. 040441

Place: Mumbai
Date: April 15, 2026

For and on behalf of the Board of Directors

Arun Tiwari
Chairman
DIN: 05345547

Suvek Nambiar
Managing Director & CEO
DIN: 06384380

Surendra Maheshwari
Chief Financial Officer

Gaurav Tolwani
Company Secretary &
Chief Compliance Officer

Material Accounting Policy Information and Notes to Accounts

1. Background of the Company and nature of operation

India Infradebt Limited (the "Company") was incorporated on October 31, 2012 in Mumbai, India, to carry out the business of a specialized financial institution classified as an Infrastructure Debt Fund- Non-Banking Financial Company under the Infrastructure Debt Fund-Non-Banking Financial Companies (Reserve Bank) Directions, 2011 of Reserve Bank of India (RBI). The Company's principal activity is to finance/ partially finance the debt liabilities of the infrastructure projects (subject to each such project company completing the construction/implementation of the Infrastructure Project undertaken by it and satisfactorily operating the same for at least one year from completion of construction/ implementation) in order to accelerate and enhance the flow of long term debt in infrastructure projects.

2. Basis of Preparation, Measurement and Material accounting policy information

2.1 Basis of preparation and measurement

(A) Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act and relevant amendment rules issued thereafter and guidance given by the Reserve Bank of India (RBI) through its Master Direction and other relevant guidelines/circulars.

These Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Change in Equity, Cash Flow Statements together with the Notes for the year ended March 31, 2026 have been prepared in accordance with Ind AS on accrual and going concern basis. The accounting policies have been consistently applied by the Company.

(B) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for certain financial instruments, share based payments and employee benefits plan that are measured at fair value as required by relevant accounting standard.

2.2 Presentation of financial statements

The Company prepares its Balance Sheet, Statement of profit and loss and Statement of changes in equity in the format prescribed in the Division III of Schedule III of the Act applicable for preparation and presentation of the financial statements. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'. The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is being presented in Note 2Z.

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported on a net basis when, in addition to having an unconditional legally enforceable right to offset the recognised amounts; without being contingent on a future event.

2.3 Material Accounting Policy Information

(A) Recognition of income

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Where the ultimate collection of revenue lacks reasonable certainty, revenue recognition is postponed. Revenue of the Company mainly comprises of the Interest income from the Loans & advances and Investments, Loans/ Investments Processing fees income, Annual review fees, Profit and Loss on sale of liquid mutual funds, etc.

(i) Interest income on financial instruments is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate applicable. Effective Interest Rate ("EIR") is the rate that exactly discounts estimated future cash flows of the financial instrument through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount. The calculation of the EIR includes all fees paid or received between parties to the contract that are incremental and directly attributable to

Material Accounting Policy Information and Notes to Accounts (contd.)

the specific lending arrangement, transaction costs, and all other premiums or discounts. In case of stage 3 assets or Non-Performing Asset (NPA) as per RBI Master Directions (irrespective of staging), interest income is recognised upon realisation basis. For financial assets measured at fair value through profit and loss ("FVTPL"), transaction costs are recognised in the statement of profit and loss at initial recognition.

(ii) The annual review fees, Prepayment Fees & Other Fees is recognized upfront when it becomes due.

(B) Property plant and equipments

(I) Recognition and measurement

Property, Plant and Equipment (PPE) is recognised when it is probable that future economic benefits associated with the item is expected to flow to the Company and the cost of the item can be measured reliably. PPE are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

(II) Subsequent expenditure

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured. All other repair and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

(III) Depreciation

Depreciation is provided on Straight Line Method ('SLM'), which reflects the management's estimate of the useful life of the respective assets. The estimated useful life used to provide depreciation are as follows:

Particulars	Estimated useful life by the Company
Computers	3 years
Office Equipments	5 years
Vehicles	5 years
Leasehold improvements	over the life of the lease
Office Premises	60 years

The management has estimated, the useful lives of vehicles are depreciated over the period of 5 years, which are lower than those indicated in schedule II. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss till the date of sale.

(IV) De-recognition

Gains or losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

(C) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets consisting of Computer Softwares are carried at cost less accumulated amortisation.

Amortisation

Intangible assets are amortised using the straight line method over a period of 4 years, which is the management's estimate of its useful life. The amortisation period and the amortisation method are

reviewed at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

(D) Impairment of non-financial assets

At each balance sheet date, management assesses whether there is any indication, based on internal/external factors, that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. An assessment is made at the balance sheet date to see if there is an indication that a previously assessed impairment loss no longer exists or may have decreased. If such indication exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount, subject to maximum of depreciable historical cost. After impairment, depreciation is provided on the revised carrying amount of the asset over the remaining useful life.

(E) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when Company becomes party to the contractual provisions of the instruments.

(1) Date of recognition

Financial assets and liabilities, with the exception of loans, debt securities and borrowings are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. Loan to customers are recognised when funds are disbursed to the customers. For tradable securities, the Company recognizes the financial instruments on settlement date.

(2) Initial measurement of financial instruments

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

(3) Measurement categories of financial assets and liabilities

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

(i) Amortised cost,

(ii) Fair Value through Other Comprehensive Income (FVOCI)

(iii) Fair Value Through Profit or Loss (FVTPL),

All Financial liabilities are measured at amortized cost using effective interest method or fair value through profit and loss.

(I) Financial Assets at amortised cost

The Company measures Bank balances, Loans and other financial investments at amortised cost if both of the following conditions are met:

(i) The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flow;

(ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The details of these conditions are outlined below:

Material Accounting Policy Information and Notes to Accounts (contd.)

(a) Business model assessment

A Company's business model determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both. Consequently, this assessment is not performed on the basis of scenarios that the entity does not reasonably expect to occur, such as so called 'worst case' or 'stress case' scenarios

If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward

(b) The SPPI test

As a second step of its classification process the Company assesses the contractual terms of financial asset to identify whether they meet the SPPI test.

Contractual cash flows that are solely payments of principal and interest on the principal amount outstanding and are consistent with a basic lending arrangement.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Company applies judgement and considers relevant factors such as the period for which the interest rate is set.

(II) Financial Liabilities at amortized cost

After initial measurement, debt securities are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and costs that are an integral part of the EIR.

(III) Financial instruments at FVOCI

Financial instruments are measured at FVOCI when both of the following conditions are met:

(i) The instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets

ii) The contractual terms of the financial asset meet the SPPI test.

FVOCI debt instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income is recognised in profit or loss in the same manner as for financial assets measured at amortised cost.

(IV) Financial instruments at FVTPL

Financial assets that do not meet the criteria for amortised cost or at FVOCI, are measured at FVTPL. Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L

(4) Reclassification of financial assets and liabilities

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified. The Company did not reclassify any of its financial assets or liabilities during the year.

(5) Derecognition of financial assets and liabilities

(i) Financial asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar

financial assets) is derecognised when:

a. the contractual right to receive cash flows from the financial assets have expired; or

b. the company has transferred its right to receive cash flows from the assets or has assumed an obligation to pay the received cash flows in full without material delay to third party; and either

c. the Company has transferred substantially all the risks and rewards of the asset; or

d. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(ii) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or substantial modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability de-recognized and the consideration paid is recognised in profit or loss.

(6) Impairment of financial assets

(I) Overview of ECL principles

The Company records allowance for expected credit losses on financial assets that are measured at amortized cost and at FVOCI. Equity instruments are not subject to impairment under Ind AS 109.

The Company recognises 12–months expected credit losses ("12mECL") for all financial assets that are measured at amortized cost and at FVOCI, if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition.

The expected credit losses are measured as lifetime expected credit losses ("LTECL") if the credit risk on financial asset increases significantly since its initial recognition.

The assessment of Significant Increase in Credit Risk (SICR) shall be based on days past due status, credit rating downgrade by 3 notches or more, evidence of diversion of funds and event of non-cooperation by borrower.

Both LTECLs and 12mECLs are calculated on an individual basis depending on the nature of the underlying financial instruments.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition.

(II) The calculation of ECLs

The Company records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, together with loan commitments, all referred to as 'Financial Instruments'. Equity instruments are not subject to impairment under Ind AS 109.

ECL is a probability- weighted estimate of credit losses. A credit loss is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive discounted at the original effective interest rate. Because ECL consider the amount and timing of payments, a credit loss arises even if the entity expects to be paid in full but later than when contractually due.

The key elements of ECL are, as follows:

Probability of Default (PD) : The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

Exposure At Default (EAD) : It is the current outstanding balance of loans including interest accrued thereon together with any expected drawdowns of committed facilities.

Material Accounting Policy Information and Notes to Accounts (contd.)

Loss Given Default (LGD) : The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral.

In addition, management overlay is provided for specific assets as well as for macro-economic risks.

(F) Measurement of fair values

The Company's accounting policies and disclosures require financial instruments to be measured at fair values.

The Company has an established control framework with respect to the measurement of fair values. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

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

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has set procedures for both recurring and non-recurring fair value measurement of financial assets, which includes valuation techniques and inputs to use for each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(G) Leasing

The Company follows Ind AS 116 for setting out principles of the recognition, measurement, presentation and disclosure of leases.

Company as a lessee

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets.

The Company as a lessee at the commencement date of a lease, recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right-of-use the underlying asset during the lease term (i.e., the right-of-use asset). The Company separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

(H) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term bank deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having maturities of three months or less from the date of purchase, to be cash equivalents.

For the purpose of cash flows statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts, short term bank deposit with original maturities of three months or less and other short term highly liquid investments with maturities of three months or less.

(I) Retirement and other employee benefits

(I) Employee benefits

Employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation

to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(II) Provident Fund

All the employees of the Company are entitled to receive benefits under the Provident Fund, a defined contribution plan in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future Provident Fund benefits other than its annual contribution and recognises such contributions as an expense, when an employee renders the related service.

(III) Gratuity

The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated year mentioned under 'Code on Social Security, 2020' which has been notified and made effective from November 21, 2025, thereby replacing the erstwhile Payment of Gratuity Act, 1972. The Company also complies with provision of new labour codes 2025. The gratuity scheme is unfunded. The Company accounts for liability of future gratuity benefits based on an external actuarial valuation on projected unit credit method carried out for assessing liability as at the reporting date.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

a. Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements;

b. Net interest expense or income.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other comprehensive income ('OCI') in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

(IV) Compensated absences

Accumulated leave which is expected to be utilised within next 12 months is treated as short term compensated absences and the accumulated leave which are carried forward beyond 12 months are treated as long term compensated absences.

Compensated absences are provided for, based on actuarial valuation report as short term and long term compensated absences. The actuarial valuation is done as per projected unit credit method as at the reporting date.

Actuarial gains/losses are immediately taken to Statement of profit and loss account and are not deferred.

(V) Employee Share Based payments

Employees of the Company receive remuneration also in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value of option at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions (if any) are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date

Material Accounting Policy Information and Notes to Accounts (contd.)

reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

(J) Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Contingent liability is disclosed when there is a possible obligation or a present obligation that may or may not result in outflow of resources. When the likelihood of outflow of resources is remote, no provision or disclosure is made.

When the effect of the time value of money is material, the Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

(K) Dividends on ordinary shares

The Company recognises a liability to make cash or non-cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company.

As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(L) Income Tax

As per Section 10(47) of the Income Tax Act, 1961 (the "Act") (section 11 schedule VII serial no 46 of the Income Tax Act, 2025), any income of the Company does not form part of total income and hence is exempt from income tax. Hence, no provision for tax has been made in the books of accounts.

(M) Earnings per share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

2.4 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, as well as the disclosure of contingent liabilities. 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.

In the process of applying the Company's accounting policies, management has made the following significant judgements, having risk of causing a material adjustment to the carrying amounts of assets and liabilities.

(A) Fair value of financial instruments:

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions regardless of whether that price is directly observable or estimated using another valuation technique.

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values.

(B) Impairment of financial assets:

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk.

These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Company's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies.

It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

2.5 Recent pronouncements

There are no amendments to the existing standards under Companies (Indian Accounting Standards) Rules impacting the Company's Financial Statements.

Notes to accounts

for the year ended March 31, 2026

2A. Cash and cash equivalents

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Balance with Banks	255.46	357.25
Bank deposits with original maturity of less than 3 months	14,716.06	15,849.69
Investment in Treasury Bills - Short Term	2,996.57	997.23
Total	**17,968.09**	**17,204.17**

2B. Loans

Other than public sector loans in India (at amortised cost)

(A)

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Term loan	230,133.96	197,509.44
Debt securities	78,547.08	58,915.51
Total - Gross	**308,681.04**	**256,424.95**
Less: Impairment loss allowance	6,000.02	4,983.20
Total - Net	**302,681.02**	**251,441.75**

(B)

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
(a) Secured by tangible assets	307,192.86	254,762.10
(b) Secured by intangible assets	-	-
(c) Covered by Bank/Government guarantee	-	-
(d) Unsecured	1,488.18	1,662.85
Total - Gross	**308,681.04**	**256,424.95**
Less: Impairment loss allowance	6,000.02	4,983.20
Total - Net	**302,681.02**	**251,441.75**

2C. Other financial assets

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Receivable from client	23.70	-
Security deposit[1]	2.56	2.56
Staff advances	4.86	3.20
Total	**31.12**	**5.76**

Note 1 : Includes payment to Bombay Stock Exchange towards 'Recovery Expense Fund' of ₹ 2.50 million (As at March 31, 2025 ₹ 2.50 million).

2D. Property, plant and equipment

(₹ in million)

Particulars	Land	Office Premises	Computers-hardware	Office equipments	Vehicle	Lease hold improvements	Right of use premises	Total
Gross cost								
Balance as at March 31, 2024	**0.77**	**-**	**4.75**	**2.15**	**17.45**	**23.77**	**108.25**	**157.14**
Additions	-	387.06	0.72	-	-	-	-	387.78
Disposals	-	-	(0.78)	-	-	(23.77)	(108.25)	(132.80)
Balance as at March 31, 2025	**0.77**	**387.06**	**4.70**	**2.15**	**17.45**	**-**	**-**	**412.12**
Additions	-	-	1.66	-	-	-	-	1.66
Disposals	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	**0.77**	**387.06**	**6.35**	**2.15**	**17.45**	**-**	**-**	**413.78**

(₹ in million)

Particulars	Land	Office Premises	Computers-hardware	Office equipments	Vehicle	Lease hold improvements	Right of use premises	Total
Accumulated depreciation and impairment								
Balance as at March 31, 2024	**-**	**-**	**3.67**	**1.34**	**4.07**	**23.77**	**14.46**	**47.30**
Depreciation	-	0.74	0.68	0.42	3.49	-	19.20	24.53
Disposals	-	-	(0.78)	-	-	(23.77)	(33.65)	(58.20)
Balance as at March 31, 2025	**-**	**0.74**	**3.57**	**1.76**	**7.56**	**-**	**-**	**13.63**
Depreciation	-	6.45	0.84	0.36	3.49	-	-	11.14
Disposals	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	**-**	**7.19**	**4.41**	**2.11**	**11.05**	**-**	**-**	**24.76**

(₹ in million)

Particulars	Land	Office Premises	Computers-hardware	Office equipments	Vehicle	Lease hold improvements	Right of use premises	Total
Carrying amount								
Balance as at March 31, 2024	**0.77**	**-**	**1.08**	**0.81**	**13.38**	**-**	**93.79**	**109.83**
Balance as at March 31, 2025	**0.77**	**386.32**	**1.13**	**0.39**	**9.89**	**-**	**-**	**398.50**
Balance as at March 31, 2026	**0.77**	**379.87**	**1.94**	**0.04**	**6.40**	**-**	**-**	**389.03**

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

2E. intangible assets

(₹ in million)

Particulars	Computers - software	Total
Gross cost		
Balance as at March 31, 2024	**2.28**	**2.28**
Additions	0.14	0.14
Disposals	-	-
Balance as at March 31, 2025	**2.42**	**2.42**
Additions	0.82	0.82
Disposals	-	-
Balance as at March 31, 2026	**3.24**	**3.24**

(₹ in million)

Particulars	Computers - software	Total
Accumulated amortisation and impairment		
Balance as at March 31, 2024	**1.70**	**1.70**
Amortisation	0.29	0.29
Disposals	-	-
Balance as at March 31, 2025	**1.99**	**1.99**
Amortisation	0.39	0.39
Disposals	-	-
Balance as at March 31, 2026	**2.38**	**2.38**

(₹ in million)

Particulars	Computers - software	Total
Carrying amount		
Balance as at March 31, 2024	**0.58**	**0.58**
Balance as at March 31, 2025	**0.43**	**0.43**
Balance as at March 31, 2026	**0.86**	**0.86**

2F. Other non-financial assets

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Tax receivable	7,571.13	6,303.24
Goods & service tax input credit	1.35	2.93
Prepaid expenses	11.71	12.42
Other assets	0.02	5.15
Total	**7,584.21**	**6,323.74**

2G. Debt securities

In India (at amortised cost)

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Secured non-convertible debentures (Refer note 2I below)	277,391.96	230,285.89

2H. Subordinated liabilities

In India (at amortised cost)

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Unsecured non-convertible debentures (Refer note 2I below)	8,622.22	8,618.35

2I. Maturity profile of Non-Convertible Debentures are set out below:

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
	Rate of Interest	Rate of Interest
	>=6.75%<=8.57%	>=6.75%<=8.70%
0-12 Months	47,876.96	40,648.88
12-24 Months	41,275.00	36,800.00
24-36 Months	39,375.00	41,275.00
36-48 Months	21,325.00	39,375.00
48-60 Months	50,025.00	21,325.00
Above 60 Months	86,137.22	59,480.36
Total borrowings	**286,014.18**	**238,904.24**

2J. Other financial liabilities

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Advance received from clients	600.83	318.85
Total	**600.83**	**318.85**

2K. Provisions

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Provision for employee benefits		
Employee benefit provision	105.20	87.38
Provisions for gratuity	68.80	59.04
Provision for leave encashment	21.84	21.41
Total provision for employee benefits (i)	**195.84**	**167.83**
Other provisions		
Provision for expenses	10.42	7.18
Total other provisions (ii)	**10.42**	7.18
Total (i+ii)	**206.26**	**175.01**

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

2L. Other non-financial liabilities

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Statutory dues	46.56	52.75
Total	**46.56**	**52.75**

2M. Equity share capital

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
Authorized:		
1,700,000,000 (31 March 2025: 1,700,000,000) equity shares of ₹ 10 each	17,000.00	17,000.00
500,000,000 (31 March 2025: 500,000,000) Preference shares of ₹ 10 each	5,000.00	5,000.00
Issued capital		
900,358,422 (31 March 2025: 900,358,422) equity shares of ₹ 10 each	9,003.58	9,003.58
Subscribed and fully paid up		
867,871,200 (31 March 2025: 867,871,200) equity shares of ₹ 10 each, fully paid up	8,678.71	8,678.71
Total	**8,678.71**	**8,678.71**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares

(₹ in million)

Particulars	At March 31, 2026		At March 31, 2025	
	No. of shares	(₹ in million)	No. of shares	(₹ in million)
At the beginning of the year	867,871,200	8,678.71	867,871,200	8,678.71
Issued during the year	-	-	-	-
Outstanding at the end of the year	**867,871,200**	**8,678.71**	**867,871,200**	**8,678.71**

(b) Terms/Rights attached to equity shares

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

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

(₹ in million)

Particulars	At March 31, 2026		At March 31, 2025	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of ₹ 10 each fully paid				
ICICI Bank Limited (including its nominees)*	367,361,007	42.33%	367,361,007	42.33%
Bank of Baroda (including its nominee)*	355,732,415	40.99%	355,732,415	40.99%
Citicorp Finance (India) Limited*	87,000,000	10.02%	87,000,000	10.02%
Life Insurance Corporation of India	57,777,778	6.66%	57,777,778	6.66%

* Represents promoters of the Company. No change in promoters share holding in reported years.

As per records of the Company, including its register of shareholders and representation received from the management regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

2N. Other equity

(₹ in million)

Particulars	At March 31, 2026	At March 31, 2025
i) Statutory reserve u/s 45-IC of RBI Act, 1934		
Balance at the beginning of the year	5,056.28	4,051.57
Add: amount transferred from surplus balance in the statement of profit and loss	1,204.05	1,004.71
Closing balance (A)	**6,260.33**	**5,056.28**
ii) Securities premium		
Balance at the beginning of the year	3,717.02	3,717.02
Add: Additions during the year	-	-
Closing balance (B)	**3,717.02**	**3,717.02**
iii) Shares option outstanding account (ESOP reserve)		
Balance at the beginning of the year	366.65	278.57
Add: Additions during the year	93.12	88.08
Closing balance (C)	**459.77**	**366.65**
iv) Retained earning (Profit & Loss)		
Surplus in profit and loss account at the beginning of the year	18,104.84	14,338.91
Add: Profit for the year	6,020.27	5,023.56
Add: Remeasurement gain/(losses) on defined benefits plan	1.30	(1.24)
Less: Transfer to statutory reserve (@ 20% of profit after tax as required by section 45-IC of Reserve Bank of India Act, 1934)	(1,204.05)	(1,004.71)
Less: Dividend paid on equity shares	(251.68)	(251.68)
Total appropriations	**(1,455.73)**	**(1,256.39)**
Net surplus in the statement of profit and loss account at the end of the year (D)	**22,670.67**	**18,104.84**
Total other equity (A)+(B)+(C)+(D)	**33,107.79**	**27,244.79**

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

i) **Statutory reserves u/s 45-IC of RBI Act, 1934 :** In compliance with Section 45-IC of RBI Act, 1934 a reserve fund is created by transferring a sum not less than 20% of net profit every year end as disclosed in the profit and loss account and before any dividend is declared.

ii) **Securities premium :** Securities premium represents the excess of issue price over face value of equity shares issued. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

iii) **Shares option outstanding account (ESOP reserve) :** ESOP reserve represents fair value of live options granted and accounted as per Ind AS 102 over the life of vesting period.

iv) **Retained earning (Profit & Loss) :** Retained earning represents surplus in Profit and Loss account post Other Comprehensive Income (OCI) adjustment related to post employment benefit obligation.

2O. Interest income (on financial assets measured at amortised cost)

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest on Loans	26,064.52	21,762.74
Interest on deposits with banks	931.26	356.27
Interest income on T-Bills	166.70	144.69
Total	**27,162.48**	**22,263.70**

2P. Net gain on fair value changes

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(A) Net gain on financial instruments at fair value through profit or loss		
- Net gain on sale of financial instruments or fair valuation of investment on mutual fund	586.69	731.40
Total Net gain on fair value changes	**586.69**	**731.40**
(B) Fair value changes:		
- Realised	586.69	731.40
- Unrealised	-	-
Total Net gain on fair value changes	**586.69**	**731.40**

2Q. Other income

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Gain/loss on termination of lease	-	7.58
Interest received on income tax refund	50.67	-
Miscellaneous income	0.10	0.47
Total	**50.77**	**8.05**

2R. Finance costs (on financial liabilities measured at amortised cost)

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest expenses on debt securities	19,929.19	16,201.60
Interest expenses on subordinated debt	674.88	499.46
Other borrowing costs	29.40	51.08
Interest expenses-lease	-	6.06
Total	**20,633.47**	**16,758.20**

2S. Impairment of financial instruments (on financial assets measured at amortised cost)

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Impairment of loans	1,016.82	1,371.12
Total	**1,016.82**	**1,371.12**

2T. Employee benefits expenses

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries and wages	268.48	238.90
Contribution to provident fund and other funds	8.63	7.67
Share based payment to employees	93.12	88.08
Gratuity	12.95	10.17
Leave encashment	2.95	4.04
Staff welfare	5.69	5.31
Total	**391.82**	**354.17**

2U. Other expenses

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Rent, rates & energy costs	2.38	3.47
Communication	2.13	1.97
Director's fees, allowances and expenses	8.65	5.81
Software & IT related expenses	9.41	8.30
Auditors fees & expenses (refer details below)	4.49	3.69
Legal & professional fees	8.44	12.47
Insurance	0.43	0.41
Office maintenance cost	4.59	2.62
Guarantee fee	9.77	10.82
Corporate social responsibility expenses	84.03	71.00
Others	5.81	5.24
Total	**140.13**	**125.80**

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

(₹ in million)

Payment to Auditor	Year ended March 31, 2026	Year ended March 31, 2025
As auditor		
Audit fees - annual	1.31	1.04
Tax audit fees	0.25	0.20
Limited review fees - quarterly	0.70	0.58
Out of pocket expense	0.15	0.11
Certification and other fees	2.08	1.76
Total	**4.49**	**3.69**

2V. Earnings Per Share

The following reflects the profit and share data used in the basic and diluted EPS computation

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Net profit after tax (₹ in million)	6,020.27	5,023.56
Weighted average number of equity shares		
Basic	867,871,200	867,871,200
Diluted	889,285,725	886,366,856
Earnings per share (₹)		
Basic	6.94	5.79
Diluted	6.77	5.67
Face value per share (₹)	10.00	10.00

2W. Financial instruments – Fair values

A. Category wise financial asset & financial liability

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(₹ in million)

	As at March 31, 2026							
	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Cash and cash equivalents								
- Bank balance	-	-	255.46	255.46	-	-	255.46	255.46
- Bank deposits with original maturity of less than 3 months	-	-	14,716.06	14,716.06	-	-	14,716.06	14,716.06
- Investment in Treasury Bills	-	-	2,996.57	2,996.57	-	-	2,996.57	2,996.57
Loans and advances	-	-	302,681.02	302,681.02	-	-	302,681.02	302,681.02
Other financial assets	-	-	31.12	31.12	-	-	31.12	31.12
	-	**-**	**320,680.23**	**320,680.23**	**-**	**-**	**320,680.23**	**320,680.23**
Financial liabilities								
Debt securities	-	-	277,391.96	277,391.96	-	-	277,391.96	277,391.96
Subordinated liabilities	-	-	8,622.22	8,622.22	-	-	8,622.22	8,622.22
Other financial liabilities	-	-	600.83	600.83	-	-	600.83	600.83
	-	**-**	**286,615.01**	**286,615.01**	**-**	**-**	**286,615.01**	**286,615.01**

Note: There are no other categories of financial instruments other than those mentioned above

2W. Financial instruments – Fair values

A. Category wise financial asset & financial liability

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(₹ in million)

	As at March 31, 2025							
	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Cash and cash equivalents								
- Bank balance	-	-	357.25	357.25	-	-	357.25	357.25
- Bank deposits with original maturity of less than 3 months	-	-	15,849.69	15,849.69	-	-	15,849.69	15,849.69
- Investment in Treasury Bills			997.23	997.23			997.23	997.23
Loans and advances	-	-	251,441.75	251,441.75	-	-	251,441.75	251,441.75
Other financial assets	-	-	5.76	5.76	-	-	5.76	5.76
	-	**-**	**268,651.68**	**268,651.68**	**-**	**-**	**268,651.68**	**268,651.68**
Financial liabilities								
Debt securities	-	-	230,285.89	230,285.89	-	-	230,285.89	230,285.89
Subordinated liabilities	-	-	8,618.35	8,618.35	-	-	8,618.35	8,618.35
Other financial liabilities	-	-	318.85	318.85	-	-	318.85	318.85
	-	**-**	**239,223.09**	**239,223.09**	**-**	**-**	**239,223.09**	**239,223.09**

Note: There are no other categories of financial instruments other than those mentioned above

The fair value of cash and cash equivalents approximated their carrying value largely due to short term maturities of these instruments.

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual creditworthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

2X. Financial instruments – Risk management

Financial risk management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework - both policy and implementation.

The Company's risk management policies are established to identify, analyze, allocate and manage the risks faced by the projects. There are well-defined risk parameters and limits. The risk management policies are reviewed on a periodic basis and at least once every year. There are 40 Board-approved policies, which mainly include 'Credit Risk and Recovery Policy', 'Internal Capital Adequacy Assessment Process (ICAAP) Policy', 'Liquidity and Interest Rate risk Policy', 'Know Your Client and Anti-Money Laundering Policy', 'Fair Practices Code', 'Corporate Social Responsibility Policy', 'Resource Planning Policy', 'Information Security and Technology Policy', 'Business Continuity and Disaster Recovery Policy' and 'Expected Credit Loss Policy'.

The Board has constituted various Committees (headed by independent directors) consisting of directors for focusing on the critical functions of risk and credit viz. Board Risk Management Committee (BRMC)- scope related to credit policy formulation and supervision of the overall risks, Board Credit Committee (BCC)- to decide on credit sanctioning. The Board has also constituted executive committees (headed by MD & CEO) to focus on critical functions of credit, liquidity and day to day operations, such as Executive Credit Committee (ECC)- with a defined scope related to approvals of credit proposals along with reviewing the risks associated with a particular project, Asset Liability Management Committee (ALCO)- to look after the management of the balance sheet of Infradebt within the risk parameters laid down by the Board/BRMC and review of the asset-liability profile and Management Committee- to consider various matters pertaining to the company. The Board has also appointed Chief Risk Officer (CRO) to function independently with specified roles and responsibilities.

The Company (Infradebt) has exposure to the following primary risks:

(a) Credit risk (b) Liquidity risk (c) Market risk (including interest rate risk) (d) Operational risk and (e) Climate risk.

(A) Credit risk

Credit risk arises from the risk of default and non-payment by the borrowers. The Company's exposure to credit risk is dependent on various aspects such as the financial health of the borrower, the severity of the consequences of default, the size of the loan, historical trends in default rates and various macro-economic considerations. Infradebt is restricted, by regulation, to invest in only those infrastructure projects that have completed at least one year of commercial operations. Further, in-built structural buffers (available on case-to-case basis) in the form of 3-6-month DSRA, sanctioned working capital lines, sponsor support undertaking, co-obligor structure etc. are available towards any unexpected exigencies. These buffers can be increased for individual projects in the event of stress and, the buffers act as a first line of defense against potential stress situations. Recovery risk means the extent of realizable value in the event of default of a particular project asset. In the case of renewable energy projects and road projects, the underlying security value mainly derives from the long-term agreements, Power Purchase Agreements (PPAs) for renewable energy projects and Concession Agreements (CAs) for road projects.

Infradebt continues to be exposed to concentration risk, which arises on account of regulatory requirement of financing only Infrastructure projects as defined under 'Harmonized master list' as issued by 'Department of Economic Affairs'. Further, within Infrastructure sector, 67.7% of portfolio is concentrated in sub-sectors of Renewable energy, followed by Roads (9.0%) and Airports (8.9%). The sectoral concentration to Renewable energy exposes Infradebt to climate risk; Infradebt endeavours to reduce Renewable energy concentration risk by taking exposures in sub-sectors viz. roads, education institutes, airports, data centers and storage & logistics; however, the concentration risk is expected to remain high. The top 10 borrowers/exposures accounted for 26.2% of its total book on March 31, 2026.

NOTES TO ACCOUNT

for the period ended March 31, 2026 (contd.)

Expected Credit Loss (ECL) is calculated based on probability of default (PD), loss given default (LGD) and Exposure at default (EAD). ECL= (PD)* (LGD)* (EAD). In addition, management overlay is provided for specific assets as well as for macro-economic risks.

Management of credit risk

Effective management of credit risk is a critical component of risk management and essential for the long-term success of the organization. Loans and Investments are the largest source of credit risk for the Company. The credit risk management practices adopted by the Company involve:

(i) Sound credit infrastructure- Documented Credit & Recovery Policy (CRP), credit concentration norms, risk management framework, internal credit rating process, Independent CRO and the Independent risk department. As per the CRP, a minimum stand-alone threshold external rating (subject to timelines for obtaining the same) of 'BBB-' is laid down for all the credit proposals.

(ii) Robust credit process- Risk framework and Internal rating model (sector specific internal rating models; 18-scale rating from AAA-highest safety to D-default). Assigning the internal ratings, which are given by the Risk department, is mandatory for all the proposals at the time of credit appraisal, and the ratings are subject to periodical review. The internal rating models are validated by an external agency periodically.

(iii) Maintaining adequate credit administration- Mapping of sanctioned notes with term sheet, ensuring compliance of covenants, collection notices to the parties & reconciliation of the payment status.

(iv) Effective post disbursement monitoring with periodicity of asset reviews linked to external ratings, review of internal ratings, regular site visits, client engagements, annual risk analysis of the asset portfolio (for providing coverage on the performance of the portfolio and identifying the project companies/SPVs requiring close monitoring). Annual ICAAP exercise is conducted to assess capital adequacy under various stress scenarios.

1. Credit quality analysis

a) Staging criteria

The assessment of Significant Increase in Credit Risk (SICR) shall be based on days past due status, credit rating downgrade by 3 notches or more, evidence of diversion of funds and event of non-cooperation by borrower.

Days past due status:

(i) Standard and outstanding between 0 – 30 days, as stage I;

(ii) Outstanding between 31- 90 days, as Stage II; and

(iii) Outstanding > 90 days, as stage III

Staging of individual cases shall be determined on a case-to-case basis.

b) Probability of Default (PD)

The PD is an estimate of the likelihood of default over a given time horizon. As Infradebt does not have a significant historical record of past defaults, it relies on published data of external rating agencies for the PD. Based on the external rating of the borrower, the resultant PD is assigned. Lifetime PD is computed using basic exponentiation formula based on the average residual maturity of the loan / investment. With respect to Stage I accounts, 12-month PD is considered, while for Stage II accounts, lifetime PD is considered. In case of Stage III accounts, 100% PD is considered (based on CRISIL PD for 'D' rated assets). Latest CRISIL PD report, available on its website is used for the purpose of assigning PD to the particular rating category.

c) Loss Given Default (LGD%)

The LGD is an estimate (in percentage) of the loss arising in the case where a default occurs at a given time.

LGD is calculated by dividing NPV of the stressed cashflow (EBIDTA) for the balance loan tenor by outstanding debt at the time of default. Since Infradebt has exposure to only operational projects and most of its projects are backed by concessions/ fixed-tariff purchase agreements, the LGD of these projects will be low. The LGD of road projects is low wherever there is a tripartite agreement with sub-sovereign entity, which ensures Infradebt having first charge on the termination payment in the concessionaire's event of default. Tripartite agreements for PPP projects have now been made optional. Furthermore, the RBI has expanded the scope of lending to include toll operate transfer (TOT) projects. As a conservative and prudent approach, in certain assets, the Company has considered management overlay on account of project specific issues. Higher LGD is considered for unsecured exposure. Renewable energy projects are primarily backed by a concession or fixed-tariff power-purchase agreements with sub-sovereign or state governments, hence there is a significant component of concession value of these projects so LGD for these projects is low. In the case of projects other than roads and renewable energy sectors, the LGD is relatively higher.

d) Exposure At Default (EAD)

The current outstanding balance of loans and NCDs including interest accrued thereon as on 31st March 2026 is considered for ECL computation purpose.

2. Risk categorisation

The Company classifies its portfolio into the following risk categories:

Low risk - Assets whose performance is in line with the projections, and which could lead to low risk in recovery of principal and/ or interest.

Medium risk - Assets facing temporary challenges which could lead to medium risk in recovery of principal and/ or interest.

High risk - Assets facing continuous challenges for an extended period which could lead to high risk in recovery of principal and/ or interest.

Quantitative details in relation to Credit risk refer Annexure 1.

3. Collateral held and other credit enhancements

Security and other credit enhancements

The amount and type of security required depends on an assessment of the credit risk of the borrower.

The main types of security obtained are, as follows:

i) Charge on movable and immovable property.

ii) Charge on current assets, inventory and receivables.

iii) Charge on intangible assets.

iv) Charge on bank accounts related to projects.

v) Pledge of shares (Sponsor's holding in the borrower) and listed shares of the group entities (on a case-to-case basis)

vi) Corporate Guarantees/Personal Guarantees (on a case-to-case basis)/Explicit support undertaking.

Management monitors the security value on an annual basis and may request additional security / credit comforts as permitted in the underlying agreement.

(B) Liquidity risk

The goal of liquidity management would be to ensure that the Company is always in a position to efficiently meet both expected and unexpected current and future cash outflows without negatively affecting its daily operation or

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

financial condition.

The Company uses various tools for measurement, monitoring, and reporting of liquidity risk.

Liquidity risk is measured using various tools such as:

(i) Structural liquidity statement/ short term dynamic liquidity statement- These are used as standard tools for measuring and managing net funding requirements and calculation of cumulative surplus or deficit funds for various maturity buckets.

(ii) Liquidity Ratios: such as (a) Liquidity Coverage Ratio (b) Short-term liabilities to total assets (c) Short term liabilities to long term assets (d) Short term liabilities to total liabilities (e) Long term assets to Total Assets

The Company has defined liquidity buckets in line with the RBI master directions for NBFCs. Infradebt conducts Asset Liability Committee (ALCO) meetings on a periodic basis to assess the liquidity position among other things which is chaired by the MD&CEO. To date, the Company has effectively managed its asset-liability profile through fund raising at desired times. There has not been a single instance of delay in liability repayments since the inception of the Company. Aspects such as concentration of funding, regulatory compliance of Liquidity Risk Management Framework (LRMF) have also been included.

(C) Market risk

Market risk is the risk of losses in the balance sheet positions arising from adverse movement in market variables. The various market risks that can impact the Company are interest rate risk, debt market liquidity risk and regulatory risk. In terms of interest rate risk, the changes in interest rates can impact differentially the assets and liabilities based on their maturity profile and reset covenants. To the extent possible, the Company endeavours to minimize mismatches in maturity profile of its assets and liabilities by deploying funds in the assets with effective maturities that are similar to the period for which funds are raised from the market. The debt market liquidity determines the quantum of funds that the Company can raise as well as the interest rate at which the funds are available. Tight liquidity markets may be triggered by a lack of systemic liquidity as well as lack of investor's interest in the NBFCs. The regulatory risk pertains to any drastic change in the policies of regulators, mainly RBI and SEBI. Infradebt does not have any currency risk due to nil exposure towards foreign currency assets and liabilities.

(D) Operational risk

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and system or from various external events. Operational risk exists in every organization, regardless of size or complexity, from the largest institutions to regional or small setups which are confined to single locations such as Infradebt. Examples of operational risk include risks arising from events such as hurricanes, Tsunamis, computer hacking, internal and external fraud and most importantly failure to adhere to internal policies. To the extent possible, the Company endeavours to control various factors such as data deletion or hacking or unauthorized access to the database by various preventive measures such as password-enabled programs, data storage at central location, IT audit etc.

The Board approved Operational Risk Management & Operational Resilience Policy includes the Operational Risk Management Framework (ORMF). In line with the ORMF, risk governance framework is incorporated for defining organisational responsibilities towards risk management. Further, ORMF states the operational risk appetite and tolerance statement. Risk & Control Self-Assessment (RCSA) is undertaken on an annual basis. Critical operations have been identified along with the Recovery Time Objective (RTO), Recovery Point Objective (RPO) and action plan to prevent disruption. There have been no operational loss events in the period ended March 31, 2026.

(E) Climate risk

Climate risk includes changes in wind patterns/variations in wind speeds, lower solar irradiation, and inadequate availability of water resource. These factors have potential to significantly impact the generation capacity (PLF) of renewable energy projects, resulting in lower earnings and consequently lower debt protection metrics.

2X. Financial instruments – Risk management

Annexure I

1. The table below shows the credit quality and the maximum exposure to credit risk based on the Company's risk categorisation and year-end stage classification. The amounts presented are gross of impairment allowances.

(i) Loans and advances to customers at amortized cost* :

(₹ in million)

	As at March 31, 2026			
	Stage 1	Stage 2	Stage 3	Total
Infrastructure refinance:				
Low risk	307,501.19	-	-	307,501.19
Medium risk	-	-	1,179.85	1,179.85
High risk	-	-	-	-
	307,501.19	**-**	**1,179.85**	**308,681.04**

(₹ in million)

	As at March 31, 2025			
	Stage 1	Stage 2	Stage 3	Total
Infrastructure refinance:				
Low risk	255,145.80	-	-	255,145.80
Medium risk	-	99.30	1,179.85	1,279.15
High risk	-	-	-	-
	255,145.80	**99.30**	**1,179.85**	**256,424.95**

**Please refer note 2X(A)(2) for risk categorisation definition.*

Note The Company follows the due process for recovery of overdues. The recovery process is carried out in house. Proper legal process and regulatory requirements are followed in recovery and collection activities.

2. An analysis of changes in the gross carrying amount of loans and advances are as follows:

(i) Loans and advances to customers at amortized cost :

(₹ in million)

	During FY-2026			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	255,145.80	99.30	1,179.85	256,424.95
Assets disbursed and repaid	52,355.39	(99.30)	-	52,256.09
Transfers to stage 1	-	-	-	-
Transfers to stage 2	-	-	-	-
Transfers to stage 3	-	-	-	-
Gross carrying amount closing balance	**307,501.19**	**-**	**1,179.85**	**308,681.04**

NOTES TO ACCOUNT

for the period ended March 31, 2026 (contd.)

(₹ in million)

	During FY-2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Gross carrying amount opening balance	211,611.97	205.99	1,178.98	212,996.94
Assets disbursed and repaid	43,533.83	(106.69)	0.87	43,428.01
Transfers to stage 1	-	-	-	-
Transfers to stage 2	-	-	-	-
Transfers to stage 3	-	-	-	-
Gross carrying amount closing balance	**255,145.80**	**99.30**	**1,179.85**	**256,424.95**

3. Reconciliation of ECL balance is given below:

(i) Loans and advances to customers at amortized cost :

(₹ in million)

	During FY-2026			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
ECL allowance - opening balance	3,753.52	49.83	1,179.85	4,983.20
Assets disbursed and repaid	740.50	(49.83)	-	690.67
Transfers to stage 1	-	-	-	-
Transfers to stage 2	-	-	-	-
Transfers to stage 3	-	-	-	-
Changes to models and inputs used for ECL calculations	326.15	-	-	326.15
ECL allowance - closing balance	**4,820.17**	**-**	**1,179.85**	**6,000.02**

(₹ in million)

	During FY-2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
ECL allowance - opening balance	2,329.29	103.81	1,178.98	3,612.08
Assets disbursed and repaid	616.76	(53.98)	0.87	563.65
Transfers to stage 1	-	-	-	-
Transfers to stage 2	-	-	-	-
Transfers to stage 3	-	-	-	-
Changes to models and inputs used for ECL calculations	807.47	-	-	807.47
ECL allowance - closing balance	**3,753.52**	**49.83**	**1,179.85**	**4,983.20**

4. The following table shows the risk concentration by industry for the components of the balance sheet :

(₹ in million)

As at March 31, 2026	Financial services	Road	Power sector	Other sectors	Total
Financial assets					
Cash and cash equivalents	17,968.09	-	-	-	17,968.09
Loans	-	27,764.63	211,090.21	69,826.20	308,681.04
Other financial assets	31.12	-	-	-	31.12
Total	**17,999.21**	**27,764.63**	**211,090.21**	**69,826.20**	**326,680.25**

(₹ in million)

As at March 31, 2025	Financial services	Road	Power sector	Other sectors	Total
Financial assets					
Cash and cash equivalents	17,204.17	-	-	-	17,204.17
Loans	-	19,281.55	190,951.90	46,191.50	256,424.95
Other financial assets	5.76	-	-	-	5.76
Total	**17,209.93**	**19,281.55**	**190,951.90**	**46,191.50**	**273,634.88**

Annexure II

2X. Financilas instruments-Risk management

Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities as at:

(₹ in million)

As at March 31, 2026	1 day to 7 days	8 days to 14 days	15 days to 30/31 days	Over one month to 2 months	Over 2 months to 3 months	Over 3 Months upto 6 months	Over 6 Months upto 1 year	Over 1 year upto 3 years	Over 3 years upto 5 years	Over 5 years	Total
Financial assets											
Cash and cash equivalents*	7,489.05	1,511.33	7,760.51	1,234.36	-	-	-	-	-	-	17,995.25
Loans*	540.19	-	1,942.30	2,301.87	5,649.13	10,766.98	20,426.73	89,156.92	82,111.19	289,703.16	502,598.48
Other financial assets	8.37	-	13.81	0.47	0.47	1.42	2.00	-	-	2.56	29.12
	8,037.62	**1,511.33**	**9,716.62**	**3,536.70**	**5,649.61**	**10,768.40**	**20,428.73**	**89,156.92**	**82,111.19**	**289,705.72**	**520,622.85**
Financial liabilities											
Debt securities	-	-	1,711.31	1,125.76	9,869.22	14,236.61	29,755.96	110,023.35	93,442.99	99,262.83	359,428.02
Subordinated liabilities	-	-	-	-	-	221.10	449.92	3,700.63	919.54	7,045.64	12,336.82
Other financial liabilities	-	-	-	-	-	-	-	-	-	600.83	600.83
	-	**-**	**1,711.31**	**1,125.76**	**9,869.22**	**14,457.71**	**30,205.88**	**113,723.98**	**94,362.53**	**106,909.29**	**372,365.67**
Total net financial assets / (liabilities)	**8,037.62**	**1,511.33**	**8,005.31**	**2,410.94**	**(4,219.61)**	**(3,689.31)**	**(9,777.15)**	**(24,567.06)**	**(12,251.34)**	**182,796.42**	**148,257.17**
Cumulative Mismatch	**8,037.62**	**9,548.95**	**17,554.27**	**19,965.20**	**15,745.59**	**12,056.28**	**2,279.13**	**(22,287.93)**	**(34,539.27)**	**148,257.17**	

** interest income is considered net of TDS*

(₹ in million)

As at March 31, 2025	1 day to 7 days	8 days to 14 days	15 days to 30/31 days	Over one month to 2 months	Over 2 months to 3 months	Over 3 Months upto 6 months	Over 6 Months upto 1 year	Over 1 year upto 3 years	Over 3 years upto 5 years	Over 5 years	Total
Financial assets											
Cash and cash equivalents*	12,118.64	-	4,865.06	243.60	-	-	-	-	-	-	17,227.30
Loans*	273.53	-	1,666.24	2,050.20	4,796.48	9,098.56	17,199.11	72,652.17	71,677.13	239,703.17	419,116.59
Other financial assets	-	-	0.56	0.56	0.56	1.51	0.02	-	-	2.56	5.77
	12,392.17	**-**	**6,531.86**	**2,294.36**	**4,797.04**	**9,100.07**	**17,199.13**	**72,652.17**	**71,677.13**	**239,705.73**	**436,349.66**
Financial liabilities											
Debt securities	-	-	1,958.81	2,043.10	9,765.58	8,645.44	26,780.98	105,050.98	73,697.30	69,259.26	297,201.44
Subordinated liabilities	-	-	-	-	-	221.10	449.92	1,342.04	3,489.38	7,501.54	13,003.98
Other financial liabilities	-	-	-	-	-	-	-	-	-	318.85	318.85
	-	**-**	**1,958.81**	**2,043.10**	**9,765.58**	**8,866.54**	**27,230.90**	**106,393.02**	**77,186.68**	**77,079.65**	**310,524.27**
Total net financial assets / (liabilities)	**12,392.17**	**-**	**4,573.05**	**251.25**	**(4,968.54)**	**233.53**	**(10,031.77)**	**(33,740.84)**	**(5,509.55)**	**162,626.08**	**125,825.39**
Cumulative Mismatch	**12,392.17**	**12,392.17**	**16,965.22**	**17,216.47**	**12,247.93**	**12,481.46**	**2,449.69**	**(31,291.15)**	**(36,800.71)**	**125,825.39**	

** interest income is considered net of TDS*

2. The table below shows the contractual expiry by maturity of the Company's contingent liabilities and commitments.

	1 day to 7 days	8 days to 14 days	15 days to 30/31 days	Over one month to 2 months	Over 2 months to 3 months	Over 3 Months upto 6 months	Over 6 Months upto 1 year	Over 1 year upto 3 years	Over 3 years upto 5 years	Over 5 years	Total
As at March 31, 2026											
Loans sanctioned not yet disbursed	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2025											
Loans sanctioned not yet disbursed	-	-	-	-	-	-	-	-	-	-	-

NOTES TO ACCOUNT

for the period ended March 31, 2026 ***(contd.)***

2Y. Capital disclosure

The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the financial supervisor, Reserve Bank of India (RBI) of India. The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI. While the Company has complied in full with all its externally imposed capital requirements over the reported period, as a prudent policy, over and above this, the Company has made an additional provision of on account of Macro economic factors affecting the infrastructure sector.

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value. The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

Quantitative details relating to Capital to Risk (weighted) Asset Ratio (CRAR) refer note 2AD of notes to accounts.

2Z. Maturity analysis of assets and liabilities

The table below shows breakup of assets and liabilities when they are expected to be recovered or settled.

(₹ in million)

Particulars	As at March 31, 2026			As at March 31, 2025		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
1 Financial assets						
(a) Cash and cash equivalents	17,968.09	-	17,968.09	17,204.17	-	17,204.17
(b) Loans	17,729.96	284,951.06	302,681.02	14,755.18	236,686.57	251,441.75
(c) Other financial assets	28.56	2.56	31.12	3.20	2.56	5.76
2 Non-financial assets						
(a) Property, plant and equipment	-	389.03	389.03	-	398.50	398.50
(b) Intangible assets	-	0.86	0.86	-	0.43	0.43
(c) Other non-financial assets	1.37	7,582.84	7,584.21	8.03	6,315.71	6,323.74
Total assets	**35,727.98**	**292,926.35**	**328,654.33**	**31,970.58**	**243,403.77**	**275,374.35**
LIABILITIES AND EQUITY						
Liabilities						
1 Financial liabilities						
(a) Debt securities	47,624.59	229,767.37	277,391.96	40,396.52	189,889.37	230,285.89
(b) Subordinated liabilities	252.37	8,369.85	8,622.22	252.37	8,365.98	8,618.35
(c) Other financial liabilities	-	600.83	600.83	-	318.85	318.85

(₹ in million)

Particulars	As at March 31, 2026			As at March 31, 2025		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
2 Non-financial liabilities						
(a) Provisions	98.91	107.35	206.26	80.33	94.68	175.01
(b) Other non-financial liabilities	46.56	-	46.56	52.75	-	52.75
Total Liabilities	**48,022.43**	**238,845.40**	**286,867.83**	**40,781.97**	**198,668.88**	**239,450.86**
Equity						
(a) Equity share capital	-	8,678.71	8,678.71	-	8,678.71	8,678.71
(b) Other equity	-	33,107.79	33,107.79	-	27,244.79	27,244.79
Total Equity	**-**	**41,786.50**	**41,786.50**	**-**	**35,923.50**	**35,923.50**
Total Liabilities and Equity	**48,022.43**	**280,631.90**	**328,654.33**	**40,781.97**	**234,592.38**	**275,374.35**

2AA. Lease

The carrying amounts of lease liability and the movement during the year are as follows

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening Balance	**-**	**97.68**
Additions	-	-
Payments*	-	15.60
Lease termination#	-	82.08
Closing Balance	**-**	**-**

**includes amount reduced due to modification of lease as per Ind AS 116 - 'Leases'*

 # The Company had taken its office premises on lease. During the year ended March 31, 2025, the same has been purchased by the Company. Accordingly, the lease had been terminated and related gain on termination of lease amounting to ₹ 7.58 millions was booked during the previous year ended March 31, 2025.

Quantitative details relating the carrying amounts of right-of-use assets recognised and the movements during the year refer note 2D.

The following are the amounts recognised in profit or loss:

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation charge	-	19.20
Interest expense on lease liabilities	-	6.06
Total amount recognised in profit or loss	-	25.26

The Company had total cash outflows for leases of Nil in 31 March 2026 and ₹ 21.67 million in 31 March 2025 excluding GST.

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

2AB. Employee benefit disclosure

(i) Employees Stock Option (ESOP)

The Shareholders at the Annual General Meeting (AGM) held on September 17, 2018 approved the Employees Stock Option Plan 2018 (ESOP 2018) and at the AGM held on September 24, 2020 approved the Employees Stock Option Plan 2020 (ESOP 2020). The Company has approved issue of stock options to its eligible employees through Employee Stock Option Plan (ESOP) with the approval of the Board Governance, Nomination and Remuneration Committee (BGNRC).

a. During the year end March 31, 2026, following grants under respective ESOP schemes were in existence. The relevant details of the schemes and the grants are as below.

Particulars	ESOP scheme 2018			
	Grant-2018	Grant-2019	Grant-2020	Grant-2021
Vesting requirements	30% at the end of 1st year, 30% at the end of 1.5 years and 40% at the end of 2.5 years from October 17, 2018 (Grant date)	30% at the end of 1st year, 30% at the end of 2 years and 40% at the end of 3 years from April 24, 2019 (Grant date)	30% at the end of 1st year, 30% at the end of 2 years and 40% at the end of 3 years from April 22, 2020 (Grant date)	30% at the end of 1st year, 30% at the end of 2 years and 40% at the end of 3 years from April 23, 2021 (Grant date)
Maximum term of option	10 years	10 years	10 years	10 years
Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled

Particulars	ESOP scheme 2020				
	Grant-2021	Grant-2022	Grant-2023	Grant-2024	Grant-2025
Vesting requirements	30% at the end of 1st year, 30% at the end of 2 years and 40% at the end of 3 years from April 23, 2021 (Grant date)	30% at the end of 1st year, 30% at the end of 2 years and 40% at the end of 3 years from April 26, 2022 (Grant date)	30% at the end of 1st year, 30% at the end of 2 years and 40% at the end of 3 years from April 19, 2023 (Grant date)	30% at the end of 1st year, 30% at the end of 2 years and 40% at the end of 3 years from April 26, 2024 (Grant date)	30% at the end of 1st year, 30% at the end of 2 years and 40% at the end of 3 years from April 16, 2025 (Grant date)
Maximum term of option	10 years	10 years	7 years	6 years	6 years
Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled

b. Movement in the options outstanding and other information under multiple ESOP schemes are as follows

Particulars	ESOP scheme 2018			
	Grant-2018	Grant-2019	Grant-2020	Grant-2021
Options outstanding at March 31, 2024	**5,733,307**	**6,688,858**	**7,235,917**	**3,453,029**
Add: Options granted	-	-	-	-
Less: Options forfeited/ lapsed	-	-	-	-
Less: Options exercised	-	-	-	-
Options outstanding at March 31, 2025	**5,733,307**	**6,688,858**	**7,235,917**	**3,453,029**
Add: Options granted	-	-	-	-
Less: Options forfeited/ lapsed	-	-	-	-
Less: Options exercised	-	-	-	-
Options outstanding at March 31, 2026	**5,733,307**	**6,688,858**	**7,235,917**	**3,453,029**
Options exercisable at March 31, 2026	5,733,307	6,688,858	7,235,917	3,453,029
Options exercisable at March 31, 2025	5,733,307	6,688,858	7,235,917	3,453,029
Exercise price (₹)	18.60	18.70	20.60	23.80
Weighted average remaining contractual life at March 31, 2026	2.55	3.06	4.06	5.06
Weighted average remaining contractual life at March 31, 2025	3.55	4.06	5.06	6.06

Particulars	ESOP scheme 2020					Weighted average exercise price *
	Grant-2021	Grant-2022	Grant-2023	Grant-2024	Grant-2025	
Options outstanding at March 31, 2024	**3,782,888**	**7,235,917**	**6,935,174**	**-**	**-**	**23.99**
Add: Options granted	-	-	-	8,935,174	-	39.80
Less: Options forfeited/ lapsed	-	-	-	200,000	-	39.80
Less: Options exercised	-	-	-	-	-	-
Options outstanding at March 31, 2025	**3,782,888**	**7,235,917**	**6,935,174**	**8,735,174**	**-**	**26.76**
Add: Options granted	-	-	-	-	8,563,426	47.50
Less: Options forfeited/ lapsed	-	-	-	140,000	200,000	

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for the period ended March 31, 2026 (contd.)

Particulars	ESOP scheme 2020					Weighted average exercise price *
	Grant-2021	Grant-2022	Grant-2023	Grant-2024	Grant-2025	
Less: Options exercised	-	-	-	-	-	
Options outstanding at March 31, 2026	3,782,888	7,235,917	6,935,174	8,595,174	8,363,426	29.72
Options exercisable at March 31, 2026	3,782,888	7,235,917	4,161,104	2,620,552		
Options exercisable at March 31, 2025	3,782,888	4,341,550	2,080,552	-	-	-
Exercise price (₹)	23.80	28.00	33.10	39.80	47.50	-
Weighted average remaining contractual life at March 31, 2026	5.06	6.07	4.05	4.07	5.04	
Weighted average remaining contractual life at March 31, 2025	6.06	7.07	5.05	5.07	NA	-

* Represent weighted average of all grants issued under ESOP scheme 2018 and ESOP scheme 2020

c. Measurement of fair value

The fair value of the options are derived using Black - Scholes Option pricing model. The volatility is calculated by using the standard deviation of daily change in index level. The historical data considered commensurate with the expected option term. Risk free rate is derived from Zero coupon sovereign bond yields utilizing maturity equal to expected term of the option. The inputs used in the measurement option of the grant-date fair values of the equity-settled share based payment options for the financial year 2025-26 is as follows:

Particulars	Grant-2025
Volatility	17.13% to 18.26%
Expected option life (Years)	3.50 to 4.50
Expected dividend yield	0.60%
Risk free interest rate	6.11% to 6.16%

d. Carrying amount of liability in the financial statement

Carrying amount of liability is ₹ 459.77 millions for the year ended March 31, 2026 (March 31, 2025: ₹ 366.65 millions).

e. Expense recognised in the statement of profit and loss

Refer note 2T on employee benefit expense, for information on expense charged to the Statement of profit and loss on account of share based payments.

2AB. Employee benefit disclosure

(ii) Gratuity

Sensitivity analysis:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the change in defined benefit obligation and impact in percentage terms compared with the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

(₹ in million)

Particulars	Year ended March 31, 2026	
	Discount Rate	Salary Escalation Rate
Defined benefit obligation on increase in 50 bps	65.76	71.88
Impact of increase in 50 bps on DBO	(4.21%)	4.28%
Defined benefit obligation on decrease in 50 bps	72.04	65.89
Impact of decrease in 50 bps on DBO	4.50%	(4.04%)

Profit and loss account expense:

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Current service cost	7.88	6.75
Past service cost*	0.63	-
Administration expenses	-	-
Interest on net defined benefit liability/(asset)	4.44	3.42
(Gain)/Losses on settlement	-	-
Total expense charged to profit and loss account	**12.95**	**10.17**

*Includes impact of 'New Labour Codes'

Amount recorded in Other Comprehensive Income (OCI):

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening amount recognized in OCI	8.28	7.05
Remeasurement during the year due to	-	-
Changes in financial assumptions	(1.60)	2.00
Changes in demographic assumptions	-	-
Experience adjustments	0.30	(0.76)
Actual return on plan assets less interest on plan assets	-	-
Amount recognize the effect of asset ceiling	-	-
Closing Amount recognised in OCI	**6.98**	**8.29**

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

Movement in Benefit Obligation:

(₹ in million)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening net defined benefit liability/(asset)	59.04	47.63
Current service cost	7.88	6.75
Past service cost	0.63	-
Interest on net defined benefit liability/(asset)	4.44	3.42
Remeasurement during the year due to		
Actuarial loss/ (gain) arising from change in financial assumptions	(1.60)	2.00
Actuarial loss/ (gain) arising from change in demographic assumptions	-	-
Actuarial loss/ (gain) arising from experience adjustments	0.30	(0.76)
Benefits Paid	(1.90)	-
Liabilities assumed / (settled)	-	-
Liabilities extinguished on settlements	-	-
Closing net defined benefit liability/(asset)	**68.78**	**59.04**

2AC. Related party transactions

i) Names of related parties as identified by the management and nature of relationship are as follows:

Sr. No.	Nature of relationship	Name of party
1.	Investing Party[1]	ICICI Bank Limited
2.		Bank of Baroda
3.		Citicorp Finance (India) Limited
4.	Subsidiary of Investing Party	ICICI Securities Primary Dealership Limited
5.		ICICI Prudential Life Insurance Company Limited
6.		ICICI Lombard General Insurance Company Limited
7.		BOB Capital Markets Limited
8.		India First Life Insurance Company Limited
9.	Joint Ventures, Employee Benefit Companies of Investing Party and their Group Companies	Pension Fund of ICICI Bank Limited
10.		Provident Fund of ICICI Bank Limited Ex
11.		NPS Trust- A/C ICICI Prudential Pension Fund Scheme C - Tier I & Tier-II
12.		Bank of Baroda (Employees) Pension Fund
13.		Bank of Baroda Provident Fund Trust
14.	Key Management Personnel	Mr. Suvek Nambiar, Managing Director & CEO
15.		Mr. Arun Tiwari, Independent Director and Chairman
16.		Mr. Vijay Maniar, Independent Director
17.		Ms. Lata Pillai, Independent Director

[1] Refers to entity with significant influence

ii) The following are the details of transactions during the year and balances as at March 31, 2026 with related parties:

(₹ in million)

Particulars	Investing Party including their subsidiaries, joint ventures and employees benefit companies of the above	Key Management Personnel	Total
Assets			
Bank balance & fixed deposits	255.34	-	255.34
	(357.13)	(-)	(357.13)
Insurance premium paid- unamortized	0.98	-	0.98
	(0.95)	(-)	(0.95)
Other assets	0.02	-	0.02
	(0.02)	(-)	(0.02)
Share capital & other equity			
Outstanding equity share capital	8,100.93	-	8,100.93
	(8,100.93)	(-)	(8,100.93)
Outstanding securities premium	3,594.80	-	3,594.80
	(3,594.80)	(-)	(3,594.80)
Liabilities			
Borrowing-debt securities	21,836.00	-	21,836.00
	(18,452.00)	(-)	(18,452.00)
Accrued Interest on debt securities	718.47	-	718.47
	(722.90)	(-)	(722.90)
Arranger fees – EIR adjustment	110.05	-	110.05
	(122.36)	(-)	(122.36)
Processing fee expenses on NCDs-(unamortised)-EIR adjustment	4.57	-	4.57
	(8.20)	(-)	(8.20)
Directors commission payable	-	5.00	5.00
	(-)	(3.00)	(3.00)
Income			
Interest on fixed deposits	-	-	-
	(5.75)	(-)	(5.75)
Other income	0.07	-	0.07
	(-)	(-)	(-)
Expenditure			
Arrangers fees expense – EIR	28.47	-	28.47
	(32.51)	(-)	(32.51)
Processing fee expenses on NCDs-(amortised)-EIR adjustment	3.63	-	3.63
	(7.15)	(-)	(7.15)

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

Particulars	Investing Party including their subsidiaries, joint ventures and employees benefit companies of the above	Key Management Personnel	Total
Interest – debt securities	1,462.54	-	1,462.54
	(1,485.53)	(-)	(1,485.53)
Staff cost[3]	3.72	67.93[4]	71.66
	(3.37)	(61.42)[4]	(64.79)
Director sitting fees & commission	-	8.10	8.10
	(-)	(5.35)	(5.35)
Other charges[5]	0.06	-	0.06
	(0.06)	(-)	(0.06)
Transactions			
Fixed deposit placed	-	-	-
	(2,000.00)	-	(2,000.00)
Equity dividend paid	234.93	-	234.93
	(234.93)	(-)	(234.93)
Purchase of loan asset	3,569.14	-	3,569.14
	(-)	(-)	(-)
Debt securities subscribed	20,134.74	-	20,134.74
	(27,622.38)	(-)	(27,622.38)
Debt securities redemption- on maturity	4,855.00	-	4,855.00
	(5,042.00)	(-)	(5,042.00)

1) Figures in bracket pertains to March 31, 2025.

2) Disclosure of the name of the related party and nature of their relationship has been made only when there have been transactions with those parties other than those as required to be disclosed by Ind AS 24.

3) As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the Key Management Personnel (KMP) is not included above.

4) Does not include option cost of unexercised stock options.

5) Other charges include bank charges, transaction cost and CCIL charges-Treasury bill & de-mat charges.

6) Numbers reported in above table includes Ind AS related adjustment.

7) Party wise details of the above are available with management.

2AD.

The following additional information (other than what is already disclosed elsewhere) is disclosed in terms of Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Ref No. DOR. ACC. REC. No. 278/21.04.018/2025-26 dated November 28, 2025.)

(i) Capital

(₹ in million)

S. No	Particulars	As at March 31, 2026	As at March 31, 2025
i)	CRAR (%)	20.25%	19.38%
ii)	CRAR - Tier I Capital (%)	16.31%	15.04%
iii)	CRAR - Tier II Capital (%)	3.95%	4.34%
iv)	Amount of subordinated debt raised as Tier-II capital during the year	-	2,900.00
v)	Amount raised by issue of Perpetual Debt Instruments during the year	-	-
vi)	Liquidity coverage ratio	Refer note 2AG	

CRAR as at March 31, 2026 is computed based on new RBI regulation pertaining to 'High Quality Infrastructure Projects (HQIP)'.

(ii) Investment

There are no items classified as investments in financial statement. Treasury bills are reported as part of 'Cash and cash equivalents'.

(iii) Derivatives

(iii) (a) Forward rate agreement / Interest rate swap

There are no forward rate agreement/interest rate swaps entered during the current financial year and the previous financial year.

(iii) (b) Exchange traded interest rate (IR) derivatives

There are no exchange traded interest rate derivative contracts entered during the current financial year and the previous financial year.

(iii) (c) Qualitative and quantitative disclosures

There are no derivative contracts entered during the current financial year and the previous financial year hence qualitative and quantitative disclosure pertaining to derivatives are not applicable.

(iv) (a) Disclosures relating to securitisation

The Company has not undertaken any sale of asset transactions through securitisation in the current financial year and the previous financial year.

(iv) (b) Details of financial assets sold to securitisation /reconstruction company for asset reconstruction

The Company has not sold any assets to securitisation / reconstruction company for asset reconstruction in the current financial year and the previous financial year.

NOTES TO ACCOUNT

for the period ended March 31, 2026 ***(contd.)***

(iv) (c) Details of non-performing financial assets purchased/sold

A. Details of non-performing financial assets purchased :

The Company has not purchased any non-performing financial assets in the current financial year and the previous financial year.

B. Details of non-performing financial assets sold :

The Company has not sold any non-performing financial assets in the current financial year and the previous financial year.

(v) Exposures

(v) (a) Exposure to real estate sector

There is no exposure to real estate sector in the current financial year and the previous financial year.

(v) (b) Exposure to capital market

There is no exposure to capital market in the current financial year and the previous financial year.

(v) (c) Details of financing of parent company products

Not applicable, since no parent company in current year and previous year.

(v) (d) Details of single borrower limit (SGL) / group borrower limit (GBL) exceeded by the NBFC

The Company has not exceeded the Single Borrower Limit (SGL) / Group Borrower Limit (GBL) during the financial year ended March 31, 2026, (March 31, 2025: Nil)

(v) (e) Unsecured advances

Unsecured advances as at March 31, 2026 is ₹1,488.18 millions, (March 31, 2025 is ₹1,662.85 millions). The amount of unsecured advances against collateral of intangible securities such as the rights, licenses, authorisations etc. is Nil (March 31, 2025: Nil).

(vi) Asset Liability Management Maturity pattern of certain items of Assets and Liabilities as at March 31, 2026

(₹ in million)

	1 day to 7 days	8 days to 14 days	15 days to 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3months & up to 6 months	Over 6 months & up to 1 year	Over 1year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Deposits	-	-	-	-	-	-	-	-	-	-	-
Advances	587.35	-	215.72	470.35	3,456.73	4,622.05	8,377.76	45,006.45	45,356.03	200,588.61	308,681.04
Investments	-	-	-	-	-	-	-	-	-	-	-
Borrowings	-	-	1,603.47	934.61	8,820.63	11,719.10	24,799.16	80,650.00	71,350.00	86,137.23	286,014.18
Foreign Currency assets	-	-	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-	-	-

Asset Liability Management Maturity pattern of certain items of Assets and Liabilities as at March 31, 2025

(₹ in million)

	1 day to 7 days	8 days to 14 days	15 days to 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3months & up to 6 months	Over 6 months & up to 1 year	Over 1year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Deposits	-	-	-	-	-	-	-	-	-	-	-
Advances	301.90	-	179.66	434.74	2,980.37	3,882.95	6,975.56	34,858.99	40,574.43	166,236.36	256,424.95
Investments	-	-	-	-	-	-	-	-	-	-	-
Borrowings	-	-	1,838.09	1,987.32	9,001.23	7,249.79	20,572.46	78,075.00	60,700.00	59,480.36	238,904.24
Foreign Currency assets	-	-	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-	-	-

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

(vii)(a) Registration obtained from other financial sector regulators

The Company has not obtained registration from other financial sector regulators except Reserve Bank of India.

(vii)(b) Disclosure of penalties imposed by RBI and other regulators

No penalties were imposed by the regulator during the financial year ended March 31, 2026, (March 31, 2025: Nil)

(vii)(c) Related party transactions

A) Details of all material transactions with related parties has been disclosed in the notes to accounts.

B) Policy on dealing with related party transactions

The Company undertakes various transactions with related parties in the ordinary course of business. The Company has a Board approved policy on related party transactions, which has been disclosed on the website of the Company and can be viewed at https://www.infradebt.in/content/dam/infradebt/policy-on-related-party-transactions.pdf reviewed July 16 2025.

(vii)(d) Ratings assigned by credit rating agencies and migration of ratings during the year

The Company has been assigned following credit rating from all rating agencies during the financial year ended March 31, 2026:-

Sr No.	Name of rating agencies	Rating of product	Rating assigned
1	CRISIL	Debentures	AAA/Stable
2	ICRA	Debentures	AAA/Stable
3	ICRA	Sub-ordinated Debt	AAA/Stable
4	CRISIL	Sub-ordinated Debt	AAA/Stable
5	ICRA	Commercial Paper	A1+

*There has been no change in the credit rating assigned to the Company from previous year to current year.

(vii)(e) Remuneration of directors (non-executive directors) (₹ in million)

Sr No.	Name of directors	Year ended March 31, 2026	Year ended March 31, 2025
1	Mr. Arun Tiwari	3.02	1.76
2	Mr. Vijay Maniar	2.29	1.64
3	Ms. Lata Pillai	2.79	1.95
	Total	**8.10**	**5.35**

Remuneration of Independent Directors includes commission payable for the respective financial year.

(viii) Additional disclosures

(viii) (a) Provisions and Contingencies

(₹ in million)

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	Year ended March 31, 2026	Year ended March 31, 2025
Provisions for depreciation on Investment	-	-
Provision towards NPA (Net of recoveries)	(49.83)	(53.11)
Provision made towards Income tax	-	-
Other provision and contingencies (with details)	-	-
Provision for standard assets/ Investments	1,066.65	1,424.23

(viii)(b) Draw Down from Reserves

Nil draw down from reserves during the financial year ended March 31, 2026, (March 31, 2025: Nil)

(ix) Concentration of Deposits, Advances, Exposures and NPAs

(ix) (a) Concentration of Deposits (for deposit taking NBFCs)

Company is a non deposit taking NBFC and accordingly captioned disclosure is not applicable.

(ix) (b) Concentration of advances

(₹ in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Total Advances to twenty largest borrowers	135,556.57	110,279.87
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	43.91%	43.01%

(ix) (c) Concentration of exposures

(₹ in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Total exposure to twenty largest borrowers / customers (Investment & advances)	135,556.57	110,279.87
Percentage of exposures to twenty largest borrowers / customers to total exposure of the NBFC on borrowers / customers	43.91%	43.01%

(ix)(d) Concentration of NPAs

(₹ in million)

Particulars	As at March 31, 2026	As at March 31, 2025
Total exposure to top four NPA accounts	1,179.85	1,279.15

(ix) (e) Sector-wise NPAs

Sr. No.	Sector	Percentage of NPAs to Total Advances in that sector	
		As at March 31, 2026	As at March 31, 2025
1	Agriculture & allied activities	-	-
2	MSME	-	-
3	Corporate borrowers	0.38%	0.50%
4	Services	-	-
5	Unsecured personal loans	-	-
6	Auto loans	-	-
7	Other personal loans	-	-

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

(x) Movement of NPAs

(₹ in million)

Sr.No	Particulars	As at March 31, 2026	As at March 31, 2025
(i)	Net NPAs to net advances (%)	-	0.02%
(ii)	Movement of NPAs (Gross)		
	(a) Opening balance	1,279.15	1,384.97
	(b) Additions during the year	-	-
	(c) Reductions during the year	(99.30)	(105.82)
	(d) Closing balance	1,179.85	1,279.15
(iii)	Movement of net NPAs		
	(a) Opening balance	49.47	102.18
	(b) Additions during the year	-	-
	(c) Reductions during the year	(49.47)	(52.71)
	(d) Closing balance	-	49.47
(iv)	Movement of provisions for NPAs (excluding provisions on standard assets)		
	(a) Opening balance	1,229.68	1,282.79
	(b) Opening provisions on asset slipped to NPA	-	-
	(c) Provisions made during the year	-	-
	(d) Write-off / write-back of excess provisions	(49.83)	(53.11)
	(e) Provisions during the year[Note1] (c+d)	(49.83)	(53.11)
	(f) Closing balance (a+b+e)	1,179.85	1,229.68

Note 1 - Provision during the year is net of recoveries and matches with provision reported in table (viii) (a) of note 2AD

(xi) Overseas assets (for those with Joint Ventures and Subsidiaries abroad)

Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
Not Applicable, as the company does not have any Joint venture and Subsidiaries abroad			

(xii) Off-balance Sheet SPVs sponsored

(₹ in million)

Name of the SPV sponsored	Domestic	Overseas
	-	-

(xiii) Disclosure of complaints

(xiii)(a) Customer complaints

S. No	Particulars	As at March 31, 2026	As at March 31, 2025
(a)	No. of complaints pending at the beginning of the year	-	-
(b)	No. of complaints received during the year	-	-
(c)	No. of complaints disposed during the year	-	-
	c(i) of which, number of complaints rejected by the NBFC	-	-
(d)	No. of complaints pending at the end of the year	-	-

(xiii)(b) Top five grounds of complaints received by the NBFCs from customers

There are no complaints received for year ended March 31, 2026, (March 31, 2025: Nil).

(xiv) Sectoral exposure

Sectors	As at March 31, 2026			As at March 31, 2025		
	Total exposure (includes on balance sheet and off-balance sheet exposure) (₹ in million)	Gross NPAs (₹ in million)	Percentage of gross NPAs to total exposure in that sector	Total exposure (includes on balance sheet and off-balance sheet exposure) (₹ in million)	Gross NPAs (₹ in million)	Percentage of gross NPAs to total exposure in that sector
1. Agriculture and allied activities	-	-	-	-	-	-
2. Industry						
I. Infrastructure industry						
i) Electricity generation	77,864.01	-	-	75,984.78	-	-
ii) Solar renewal energy	130,945.30	-	-	112,508.71	-	-
iii) Roads[Note 1]	27,764.63	1,179.85	4.25%	19,281.55	1,279.15	6.63%
iv) Airports	27,491.20	-	-	19,370.32	-	-
v) Data centres	9,032.85	-	-	9,018.93	-	-
vi) Storage & logistics	13,172.08	-	-	7,769.07	-	-
vii) Telecommunication	10,620.25	-	-	3,567.67	-	-
viii) Water treatment plant	4,501.78	-	-	-	-	-
ix) Other infrastructure	7,288.94	-	-	8,923.92	-	-
Total of industry	**308,681.04**	**1,179.85**	**0.38%**	**256,424.95**	**1,279.15**	**0.50%**
3. Services	-	-	-	-	-	-
4. Personal loans	-	-	-	-	-	-
5. Others, if any (please specify)	-	-	-	-	-	-

Note 1: *Amount of NPA asset are as reported in RBI return.*

Note 2: *Sectors with outstanding above 10% of Tier 1 capital are presented seperately, other sectors balances are clubbed and reported under 'Other Infrastructure'. Previous year numbers are presented in confirmity with current year presentation.*

Note 3: *Above data is prepared based on outstanding loans as at March 31, 2026 matching with RBI return on 'Sectoral Deployment of Credit' and does not include undisbursed sanctioned amount with exclusive cancellation rights used for limits monitoring.*

(xv) Intra-group exposures

There are no intra-group exposures as at March 31, 2026, (March 31, 2025: Nil).

(xvi) Unhedged foreign currency exposure

There are nil foreign currency exposure as at March 31, 2026, (March 31, 2025: Nil).

(xvii) Breach of covenant

There were nil instances of breach of covenant of loan availed or debt securities issued for year ended March 31, 2026, (March 31, 2025: Nil).

(xviii) Divergence in asset classification and provisioning

Nil divergence in asset classification and provisioning as at March 31, 2026, (March 31, 2025: Nil).

(xix) The following are the details of transactions during the year and balances as at March 31 ,2026 with related parties.

(₹ in million)

Related Party/Items	Parent (as per ownership) or control	Subsidiaries	Associates, Joint Ventures/Investing Party,Subsidiaries, Joint Ventures, Employee Benefit Companies of Investing Party and their Group Companies/ Associates/ Joint Ventures	Key management personnel[3]	Relatives of key management personnel	Key management personnel director	Others	Total
Items								
Borrowings	-	-	21,836.00	-	-	-	-	21,836.00
	-	-	(18,452.00)	-	-	-	-	(18,452.00)
	-	-	-	-	-	-	-	-
Deposit (Note 4)				Not Applicable				
				Not Applicable				
Others Liability (Note 5)	-	-	833.09	-	-	5.00	-	838.09
	-	-	(853.46)	-	-	(3.00)	-	(856.46)
Placement of deposit (Fixed deposit outstanding)	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Investment	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Others Assets (Note 6)	-	-	256.34	-	-	-	-	256.34
	-	-	(358.10)	-	-	-	-	(358.10)
Transaction during the year								
Purchase of fixed/Other assets (Purchase of loan asset)	-	-	3,569.14	-	-	-	-	3,569.14
	-	-	-	-	-	-	-	-
Sale of fixed/Other assets	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Equity dividend paid	-	-	234.93	-	-	-	-	234.93

(₹ in million)

Related Party/Items	Parent (as per ownership) or control	Subsidiaries	Associates, Joint Ventures/Investing Party,Subsidiaries, Joint Ventures, Employee Benefit Companies of Investing Party and their Group Companies/ Associates/ Joint Ventures	Key management personnel[3]	Relatives of key management personnel	Key management personnel director	Others	Total
	-	-	(234.93)	-	-	-	-	(234.93)
Debt securities subscribed	-	-	20,134.74	-	-	-	-	20,134.74
	-	-	(27,622.38)	-	-	-	-	(27,622.38)
Debt securities redemption	-	-	4,855.00	-	-	-	-	4,855.00
	-	-	(5,042.00)	-	-	-	-	(5,042.00)
Placement of deposit (fixed deposit)	-	-	-	-	-	-	-	-
	-	-	(2,000.00)	-	-	-	-	(2,000.00)
Income/ Expenditure								
Interest paid-debt securities	-	-	1,462.54	-	-	-	-	1,462.54
	-	-	(1,485.53)	-	-	-	-	(1,485.53)
Interest received fixed deposits	-	-	-	-	-	-	-	-
	-	-	(5.75)	-	-	-	-	(5.75)
Remuneration to KMPs (Note 7)	-	-	-	100.42	-	-	-	100.42
	-	-	-	(89.43)	-	-	-	(89.43)
Director sitting fee & commission	-	-	-	-	-	8.10	-	8.10
	-	-	-	-	-	(5.35)	-	(5.35)
Others income	-	-	0.07	-	-	-	-	0.07
	-	-	-	-	-	-	-	-
Others expenses (Note 8)	-	-	35.88	-	-	-	-	35.88
	-	-	(43.09)	-	-	-	-	(43.09)
Maximum outstanding during the year (Note 9)								
Borrowings	-	-	31,245.00	-	-	-	-	31,245.00
	-	-	(29,124.00)	-	-	-	-	(29,124.00)
Deposit (Note 4)				Not Applicable				

(₹ in million)

Related Party/Items	Parent (as per ownership) or control	Subsidiaries	Associates, Joint Ventures/Investing Party,Subsidiaries, Joint Ventures, Employee Benefit Companies of Investing Party and their Group Companies/ Associates/ Joint Ventures	Key management personnel[3]	Relatives of key management personnel	Key management personnel director	Others	Total
				Not Applicable				
Placement of deposit - Fixed deposit with banks	-	-	-	-	-	-	-	-
	-	-	(2,000.00)	-	-	-	-	(2,000.00)
Advances	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Investment	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

1) Figures in bracket pertains to March 31, 2025.

2) Nature of relationship with related party are defined at note 2AC.

3) Key management personnel includes transactions pertaining to Managing Director & CEO, Chief Financial Officer & Company Secretary.

4) Company is a non deposit taking NBFC and accordingly captioned section is not applicable.

5) Other liability includes accrued interest on debt securities, arranger fees - EIR adjustment & processing fees - EIR adjustment.

6) Other assets includes bank balances, insurance premium - unamortised, CCD Balance & accrued interest on FDs.

7) Does not include option cost of unexercised stock options.

8) Other expenses includes arranger fees EIR adjustment, bank charges, demat charges , insurance premium, processing expenses EIR , transaction charges & CCIL charges T-bill etc.

9) Maximum outstanding balances is derived by aggregating maximum outstanding balance at the respective month end during the year for individual related parties.

(xx) Schedule to the Balance Sheet

(₹ in million)

Particulars		As at March 31, 2026		As at March 31, 2025	
		Amount out-standing	Amount overdue	Amount out-standing	Amount overdue
	Liabilities side :				
(1)	**Loans and advances availed by the non-banking finance company inclusive of interest accrued thereon but not paid:**				
	(a) Debentures : Secured	277,391.96	-	230,285.89	-
	: Unsecured	8,622.22	-	8,618.35	-
	(other than falling within the meaning of public deposits*)				
	(b) Deferred credits	-	-	-	-
	(c) Term loans	-	-	-	-
	(d) Inter-corporate loans and borrowing	-	-	-	-
	(e) Commercial paper	-	-	-	-
	(f) Public deposits*	-	-	-	-
	(g) Other loans (specify nature)	-	-	-	-
	* Please see Note 1 below				
(2)	**Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :**				
	(a) In the form of Unsecured debentures	-	-	-	-
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
	(c) Other public deposits	-	-	-	-

* Please see note 1 below

	Assets side :	As at March 31, 2026 Amount outstanding	As at March 31, 2025 Amount outstanding
(3)	**Break-up of Loans and Advances including bills receivables [other than those included in (4) below] (Note 04) :**		
	(a) Secured	307,192.86	254,762.10
	(b) Unsecured	1,488.18	1,662.85
(4)	**Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities**		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Finance lease	-	-
	(b) Operating lease	-	-

NOTES TO ACCOUNT

*for the period ended March 31, 2026 **(contd.)***

	Assets side :	As at March 31, 2026 Amount outstanding	As at March 31, 2025 Amount outstanding
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	-	-
	(b) Repossessed Assets	-	-
	(iii) Other loans counting towards AFC activities (refer note 4)		
	(a) Loans where assets have been repossessed	-	-
	(b) Loans other than (a) above	-	-
(5)	**Break-up of Investments[#] :**		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government Securities	-	-
	(v) Others (please specify)	-	-
	2. Unquoted :		
	(i) Shares : (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others (Please specify)	-	-
	Long Term investments :		
	1. Quoted :		
	(i) Share : (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others (Please specify)		
	2. Unquoted :		
	(i) Shares : (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others (Please specify)	-	-

[#]Infradebt holds investment in treasury bills amounting to ₹ 2,996.57 million which are part of 'Cash and cash equivalents' (as at March 31, 2025 : ₹ 997.23 million).

(6) Borrower group-wise classification of assets financed as in (3) and (4) above : Please see note 2 below

Category	As at March 31,2026			As at March 31,2025		
	Amount net of provisions			Amount net of provisions		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related parties **						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	-	-	-	-	-
2. Other than related parties	301,213.97	1,467.05	302,681.02	249,802.38	1,639.37	251,441.75
Total	**301,213.97**	**1,467.05**	**302,681.02**	**249,802.38**	**1,639.37**	**251,441.75**

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Please see note 3 below

Category	As at March 31,2026		As at March 31,2025	
	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related parties **				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2. Other than related parties	-	-	-	-
Total	-	-	**-**	**-**

** As per Accounting Standard of ICAI (Ind AS) (Please see Note 3)

(8) Other information

(₹ in million)

Particulars	As at March 31, 2026	As at March 31, 2025
	Amount	Amount
(i) Gross Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	1,179.85	1,279.15
(ii) Net Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	49.47
(iii) Assets acquired in satisfaction of debt	Nil	Nil

Notes:

1 As defined in the Reserve Bank of India (Non-Banking Financial Companies – Acceptance of Public Deposits) Directions, 2025

NOTES TO ACCOUNT

for the period ended March 31, 2026 ***(contd.)***

2 Net assets presented are as per Ind AS financials after reduction of ECL allowance.

3 All accounting standards and guidance notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.

4 Loans and advances includes total portfolio of loans & investments together

2AE.

Disclosure pursuant to the Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Ref No. DOR. ACC. REC. No. 278/21.04.018/2025-26 dated November 28, 2025)

As at 31 March 2026

(₹ in million)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
Performing Assets						
Standard	Stage 1	307,501.19	4,820.17	302,681.02	1,232.66	3,587.51
	Stage 2	-	-	-	-	-
Subtotal		**307,501.19**	**4,820.17**	**302,681.02**	**1,232.66**	**3,587.51**
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - more than 3 years	Stage 3	1,179.85	1,179.85	-	590.31	589.54
Subtotal for NPA		**1,179.85**	**1,179.85**	**-**	**590.31**	**589.54**
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	307,501.19	4,820.17	302,681.02	1,232.66	3,587.51
	Stage 2	-	-	-	-	-
	Stage 3	1,179.85	1,179.85	-	590.31	589.54
	Total	**308,681.04**	**6,000.02**	**302,681.02**	**1,822.97**	**4,177.05**

2AF.

Disclosure on liquidity risk for the quarter/year ended March 31, 2026 Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Ref No. DOR. ACC. REC. No. 278/21.04.018/2025-26 dated November 28, 2025) on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies

(i) Funding Concentration based on significant counterparty (both deposits and borrowings)

Sr. No.	Number of Significant Counterparties[1]	Amount[2] (₹ in million)	% of Total deposits	% of Total Liabilities[3]
1	20	199,515.00	Not Applicable	70%

(ii) Top 20 large deposits: Not Applicable

(iii) Top 10 borrowings[1]

Amount[2] (₹ in million)	% of Total Borrowings
166,205.00	60%

(iv) Funding Concentration based on significant instrument/product[4]

Sr. No.	Name of the instrument/product	Amount[2] (₹ in million)	% of Total Liabilities[3]
1	Non-Convertible Debentures	275,026.00	96%

(v) Stock Ratios:

Sr. No.	Particulars	Ratio
1	Commercial Paper to Total Liabilities	NIL
2	Commercial Paper to Total Assets	NIL
3	NCDs (Original maturity < 1 Year) to Total Liabilities	NIL
4	NCDs (Original maturity < 1 Year) to Total Assets	NIL
5	Other Short-Term Liabilities[5] to Total Liabilities[3]	17%
6	Other Short-Term Liabilities[5] to Total Assets	15%

(vi) Institutional set-up for liquidity risk management

India Infradebt Limited (Infradebt) has an Asset Liability Management Committee (ALCO), a management level committee to handle liquidity risk management. At least four meetings of ALCO are conducted in a financial year. The Board Risk Management Committee (BRMC), a sub-committee of the Board of Directors of the Company oversees the liquidity risk management. The BRMC subsequently updates the Board of Directors on the same. Infradebt has a Board approved Liquidity & Interest Rate Risk Policy which covers the aspect of Liquidity Risk Management, Interest Rate Risk Management, Resource Planning & Funding Strategies, Stress Testing & Contingency Funding Plan and Management Information System.

Notes:

1. *The number of counterparties & borrowers have been identified based on their PAN.*
2. *Excluding EIR adjustment and accrued interest.*
3. *Total liability refers to total outside liability i.e. Balance Sheet total excluding Share Capital and Reserve.*
4. *The Company has borrowed funds through a single instrument / product i.e. Non- Convertible Debentures.*
5. *Other Short-Term liabilities include current maturities of long-term debentures.*

2AG.

Disclosure on liquidity risk for the quarter/year ended March 31, 2026 Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Ref No. DOR. ACC. REC. No. 278/21.04.018/2025-26 dated November 28, 2025)

Quantitative Disclosure on Liquidity Coverage Ratio (LCR) for year ended 31 March 2026 is given below:

(₹ in million)

Particulars		Three months ended Mar. 31, 2026		Three months ended Dec. 31, 2025		Three months ended Sep. 30, 2025		Three months ended Jun. 30, 2025	
		Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#
High Quality Liquid Assets									
1	Total High Quality Liquid Assets (HQLA)	11,415.85	10,179.19	7,503.47	6,978.47	6,894.36	6,369.36	6,007.71	5,482.71
	Cash & Bank Balances	243.01	243.01	282.96	282.96	236.37	236.37	178.32	178.32
	Investment in T-Bills	2,928.40	2,928.40	3,720.51	3,720.51	3,157.99	3,157.99	2,329.39	2,329.39
	NCDs	8,244.44	7,007.78	3,500.00	2,975.00	3,500.00	2,975.00	3,500.00	2,975.00
Cash outflows[1]									
2	Deposits (for deposit taking companies)	-	-	-	-	-	-	-	-
3	Unsecured wholesale funding	42.25	48.59	105.38	121.19	64.89	74.62	-	-
4	Secured wholesale funding	3,352.84	3,855.77	5,329.11	6,128.48	2,828.68	3,252.99	4,293.41	4,937.42
5	Additional requirements, of which								
(i)	Outflows related to derivative exposures and other collateral requirements	-	-	-	-	-	-	-	-
(ii)	Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-
(iii)	Credit and liquidity facilities	-	-	-	-	-	-	-	-
6	Other contractual funding obligations	-	-	311.03	357.68	673.90	774.98	-	-
7	Other contingent funding obligations	-	-	-	-	-	-	-	-
8	**Total cash outflows (A)**	**3,395.09**	**3,904.36**	**5,745.52**	**6,607.35**	**3,567.47**	**4,102.59**	**4,293.41**	**4,937.42**

(₹ in million)

Particulars		Three months ended Mar. 31, 2026		Three months ended Dec. 31, 2025		Three months ended Sep. 30, 2025		Three months ended Jun. 30, 2025	
		Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#	Total Unweighted Value (average)*	Total Weighted Value (average)#
Cash inflows									
9	Secured lending	-	-	-	-	-	-	-	-
10	Inflows from fully performing exposures	2,919.04	2,189.28	2,789.16	2,091.87	2,878.10	2,158.57	2,590.61	1,942.96
11	Other cash inflows[2]	16,592.85	12,444.64	22,193.21	16,644.91	16,631.78	12,473.84	23,839.07	17,879.30
12	Total cash inflows (B)	19,511.89	14,633.92	24,982.37	18,736.78	19,509.88	14,632.41	26,429.68	19,822.26
		Total Adjusted Value		Total Adjusted Value		Total Adjusted Value		Total Adjusted Value	
13	Total HQLA		10,179.19		6,978.47		6,369.36		5,482.71
14	Total net cash outflows (C)[3]		976.09		1,651.84		1,025.65		1,234.35
15	Liquidity coverage ratio (%)		1042.85%		422.47%		621.01%		444.18%

**Unweighted values calculated as daily average outstanding balances maturing or callable within 30 days (for inflows and outflows).*

 # Weighted values calculated after the application of respective stress factors on inflow (75%) and outflow (115%)

Notes :

1. Does not include operating costs as guided by BCBS circular Basel III: LCR and liquidity risk monitoring tools published in January 2013.

2. Includes FD maturing within 30 days and liquid fund balances.

3. Total net cash outflows (C)= Total weighted cash outflows (A) – Minimum of (Total weighted cash inflows (B); 75% of Total weighted cash outflows (A)).

4. The above numbers of quarter end reporting date are simple average values of daily observations of previous 3 months

Liquidity coverage ratio (LCR) was introduced by Reserve Bank of India (RBI) as part of Liquidity Risk Management Framework (LRMF) for NBFCs from December, 2020 to ensure that an NBFC has an adequate stock of unencumbered high quality liquid assets (HQLA) to survive a significant liquidity stress lasting for a period of 30 days. LCR is defined as a ratio of HQLA to the total net cash outflows estimated for the next 30 calendar days. As on March 31, 2026, the applicable minimum LCR required to be maintained by NBFCs is 100.00%.

HQLA primarily includes government securities, current account balances and eligible corporate bonds with applicable haircuts. During the three months ended March 31, 2026, Infradebt maintained average HQLA of 1,042.85% against requirement of 100.00%.

Cash outflows primarily consist of payment towards secured and unsecured Non-Convertible Debentures (NCDs). Similarly, inflows comprise of scheduled receipts from performing exposures, liquid fund balances and Fixed Deposits (FDs) maturing within 30 days.

As at March 31, 2026 all the borrowings of Infradebt comprises of Non-Convertible Debentures.

NOTES TO ACCOUNT

for the period ended March 31, 2026 ***(contd.)***

2AH. Segment information

The Company is engaged primarily in business of financing and accordingly there are no reportable segment as per Ind AS-108 on Operating Segments' notified under the Companies (Indian Accounting Standard) Rules, 2015 (as amended). The Company operates in a single geographical segment i.e. domestic.

2AI. Income taxes

As per section 10 (47) of the Income Tax Act, 1961 (section 11 schedule VII serial no 46 of the Income Tax Act, 2025), any income of Infrastructure Debt Fund will be exempt from income tax. CBDT vide its notification no. 83/2016/F.No.173/50/2013-ITA-I dated September 16, 2016, has notified India Infradebt Limited as an Infrastructure Debt Fund for the purpose of clause (47) of section 10 of Income Tax Act, 1961.

2AJ. Due to micro and small enterprises

There are no amounts that need to be disclosed pertaining to Micro Small and Medium Enterprise Development Act, 2006 (the 'MSMED').

2AK. Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, the Company is under obligation to incur ₹ 84.02 million (Previous year ₹ 70.94 million) and has incurred ₹ 84.03 million (Previous year ₹ 71.00 million) in cash, being 2% of the average net profit during the three immediately preceding financial years, calculated in the manner as stated in the Act towards Corporate Social Responsibility through contribution to fund prescribed in Schedule VII of the Companies Act, 2013 and the non-profit centre(s) engaged in the provision of health care.

2AL. Event after Reporting Date

Subsequent events are tracked and evaluated by the Company. There are no material subsequent events requiring adjustments / disclosures in the financial statements.

2AM.

Disclosure Pursuant to Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

All secured Non-Convertible Debentures (NCDs) issued by the Company and outstanding as on March 31, 2026 are fully secured by first pari passu charge created over the freehold immovable properties, current assets, cash flows and receivables of the Company. Accordingly, the Company is maintaining asset cover of 1x or such higher asset cover required as per the terms of offer document/Information Memorandum.

2AN.

The Company has not accepted deposits, within the meaning of 'Public Deposits' as defined in the prudential norms issued by the Reserve Bank of India.

2AO.

Details of loans transferred / acquired during the year ended March 31, 2026 under the Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Ref No. DOR. ACC. REC. No. 278/21.04.018/2025-26 dated November 28, 2025).

(a) Details of loans not in default transferred as given below. These are entirely through assignment / novation:

Loan Acquired

Particulars	Value
Aggregate amount of loans acquired (₹ in million)	3,569.14
Weighted average residual maturity (in years)	12.60
Weighted average holding period by originator (in years)	0.19
Retention of beneficial economic interest by the originator	Nil
Tangible security coverage	1.00x to 1.35x
Rating-wise distribution of rated loans	AA to AAA category

Loans transferred

Particulars	Value
Aggregate amount of loans transferred (₹ in million)	910.42
Weighted average residual maturity (in years)	14.51
Weighted average holding period by originator (in years)	0.38*
Retention of beneficial economic interest by the originator	Nil
Tangible security coverage	1.59x to 1.83x
Rating-wise distribution of rated loans	A

*The Company has fully complied with the Reserve Bank of India's Transfer and Distribution of Credit Risk Directions, 2025. The transfer of loan exposures was executed under syndication agreement

(b) The Company has neither acquired nor transferred any stressed (SMA & NPA) loans.

2AP. Contingent Liability

During the year the Company has received orders from CIT(Appeal) for its pending appeals. CIT(Appeal); while disallowing exemption on income other than income from Infrastructure loans; has granted relief on expenses incurred for earning said income. The company is in the process of preferring appeal before Income Tax Appellate Tribunal (ITAT) against said orders as company is fully exempt from income tax on any income (as detailed in note 2AI).

However, without prejudice to original claim of full exemption, the company has still filed rectification against said orders for correcting calculation of exemption allowance in CIT(Appeal) orders, which if allowed, the tax effect is not expected to be material considering the earnings of the company.

2AQ.

The Company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder (March 31, 2025 – Nil).

NOTES TO ACCOUNT

for the period ended March 31, 2026 ***(contd.)***

2AR.

The company is not declared as a willful defaulter by any bank or financial Institution or other lender (March 31, 2025 – Nil).

2AS.

No transactions have taken place with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the year and previous year.

2AT.

There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

2AU.

The company has complied with the number of layers prescribed u/s (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. There are no Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year and previous year.

2AV.

There are no transactions that are not recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

2AW.

No crypto / virtual currency was traded / invested during the year and previous year. No deposits / advances were received from any person for the purpose of trading / investing in crypto currency during the year and previous year.

2AX.

In accordance with Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 (Ref No. DOR. ACC. REC. No. 278/21.04.018/2025-26 dated November 28, 2025),

i) No fraud was detected and reported during the year and previous year.

ii) The Company did not enter into any credit default swaps during the year and previous year.

iii) The Company has not extended any loans to Directors, Senior Officers and Relatives of Directors during the year and previous year

iv) The Company has not lent against gold & silver during the year and previous year.

v) The Company can finance only projects with have completed at least one year post 'Date of Commencement of Commercial Operations (DCCO)'. Accordingly, said disclosures are not applicable.

vi) The Company does not extend any 'Non-Fund Based (NFB) Credit Facilities' to borrowers. Accordingly, said disclosures are not applicable.

vii) The Company does not extend any financing under co-lending arrangements. Accordingly, said disclosure is not applicable.

viii) There has been no restructuring undertaken during the year and previous year. Accordingly, disclosures pertaining to restructuring are not applicable.

ix) There have been no transactions undertaken in the currency futures market during the year and previous year.

x) The Company does not have any joint ventures and subsidiaries within and outside India. Accordingly, said disclosure is not applicable.

xi) There are no prior period items requiring disclosure and changes in accounting policies during the year and previous year.

xii) There are no circumstances involving significant uncertainties requiring postponement of revenue recognition during the year and previous year.

xiii) There are no transactions undertaken in currency options during the year and previous year.

2AY.

Details of expenditure in foreign currency for the year ended March 31, 2026 Nil (March 31, 2025 – Nil).

2AZ.

Pursuant to the implementation of the New Labour Code, the Company has reassessed its employee benefit obligations in accordance with the revised definition of wages prescribed under the Code. Accordingly, the Company remeasured its estimated gratuity liability as on the Balance sheet date, based on an independent actuarial valuation report, and recognised an expense of ₹ 0.63 million for the year ended March 31, 2026, under employee benefit expenses as past service cost in accordance with INDAS 19 “Employee Benefits”.

2BA.

Financial statements were subject to review and recommendation of the Audit Committee and approval of the Board of Directors. On April 15, 2026, the Board of Directors of the Company approved and recommended the financial statements for consideration and adoption by the shareholders in its Annual General Meeting.

2BB.

Previous year figures

Previous year figures have been regrouped / reclassified, where necessary, to confirm to this year’s classification

As per our report of even date

For V C Shah & Co
ICAI Firm registration number: 109818W
Chartered Accountants

per Viral J. Shah
Partner
Membership No. 110120

For N V C & Associates LLP
ICAI Firm registration number: 106971W/W101085
Chartered Accountants

per N Jayendran
Partner
Membership No. 040441

Place: Mumbai
Date: April 15, 2026

For and on behalf of the Board of Directors

Arun Tiwari
Chairman
DIN: 05345547

Suvek Nambiar
Managing Director & CEO
DIN: 06384380

Surendra Maheshwari
Chief Financial Officer

Gaurav Tolwani
Company Secretary &
Chief Compliance Officer

Notes:

INFRADEBT

Infrastructure Refinance Redefined

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