

Independent Auditor's Limited Review Report on unaudited financial Results of GMR Pochanpalli Expressways Limited pursuant to the Regulation 52 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended.

To the Board of Directors of GMR Pochanpalli Expressways Limited

1. We have reviewed the accompanying statement of unaudited financial results of **GMR Pochanpalli Expressways Limited** ('the Company') for the three months and nine months period ended December 31, 2025 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended ("Listing Regulations").
2. This statement is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 ('the Act') as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 - "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

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5. We draw attention to Note no. 3 to the statements with regard to implications of the order of Hon'ble High Court of Delhi dated April 06, 2022 which upheld Company's contentions that applicability of overlay work is only on increase in roughness index of roads, which has not been given effect to in the financials pending finality of the proceedings. The management is of the opinion that, pending finality of the petition filed by the National Highways Authority of India (NHAI) before the division bench of Hon'ble Delhi High Court against the order of single judge of Hon'ble Delhi High Court, the matter is sub-judice and pending finality and clarity, the Company has not given financial effect to the impact of the order.

Our review report is not modified in respect of the above matter.

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration Number: 101720W/W100355



Lalit R Mhalsekar
Partner
Membership Number: 103418

UDIN: 26103418HNIVWK2597

Place: Mumbai
Date: January 20, 2026



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

[Format prescribed in Regulation 52 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015
as amended]

Rupees in Lakhs

Unaudited Statement of financial results for the nine months period ended December 31, 2025

Sl. No	Particulars	Quarter ended			Nine months period ended		Year ended
		31-Dec-25	30-Sep-25	31-Dec-24	31-Dec-25	31-Dec-24	
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	
1	Income						
	(a) Income from operations	995.53	1,233.41	1,196.94	4,035.27	4,834.30	7,211.62
	(b) Other income	777.09	817.67	1,007.34	2,520.16	2,889.69	3,743.69
	Total income	1,772.62	2,051.08	2,204.28	6,555.43	7,723.99	10,955.31
2	Expenses						
	(a) Operating expenses	123.27	339.06	238.47	1,244.38	1,646.43	2,804.47
	(b) Employee benefits expense	324.49	226.88	292.62	799.43	752.77	1,031.31
	(c) Other expenses	304.02	322.47	286.48	1,017.20	972.34	1,394.21
	Total expenses	751.78	888.41	817.57	3,061.01	3,371.54	5,229.99
3	Earnings / (loss) before finance cost, tax, depreciation and amortisation expenses (EBITDA) and exceptional items (1-2)	1,020.84	1,162.67	1,386.71	3,494.42	4,352.45	5,725.32
4	Finance costs	987.75	581.16	1,208.02	2,373.29	2,789.88	4,697.58
5	Depreciation and amortisation expenses	30.14	30.07	30.31	89.92	90.74	120.34
6	Profit/(loss) from before exceptional items and tax expenses (3 ± 4 ± 5)	2.95	551.44	148.38	1,031.21	1,471.83	907.40
7	Exceptional items	-	-	-	-	-	-
8	Profit/(loss) before tax expense and after exceptional item (6 ± 7)	2.95	551.44	148.38	1,031.21	1,471.83	907.40
9	Tax expenses						
	(a) Current tax	141.49	137.38	211.09	457.07	607.13	767.56
	(b) Deferred tax	-	-	-	-	-	-
	(c) Income tax for earlier years (net of reversals)	-	-	-	-	-	(427.91)
10	Net Profit/ (Loss) for the period/year after tax (8 ± 9)	(138.54)	414.06	(62.71)	574.14	864.70	567.75
11	Other Comprehensive Income						
	(A) (i) Items that will not be reclassified to profit or loss	(18.74)	(5.23)	14.17	(45.61)	17.50	0.74
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	(B) (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	Total other comprehensive income, net of tax 11(A)+11(B) for the period/year	(18.74)	(5.23)	14.17	(45.61)	17.50	0.74
12	Total Comprehensive Income for the period (Comprising Profit/ (Loss) for the period/year (after tax) and Other Comprehensive Income (after tax) (10 ± 11)	(157.28)	408.83	(48.54)	528.53	882.20	568.49
13	Paid-up equity share capital (Face Value of Rs. 10 each)	13,800.00	13,800.00	13,800.00	13,800.00	13,800.00	13,800.00
14	Other Equity (excluding revaluation reserve) (as per latest audited financials)						16,560.22
15	Earnings Per Share (EPS) (of Rs.10 each) (not annualised for quarters/half years)						
	i) Basic	(0.10)	0.30	(0.05)	0.42	0.63	0.41
	ii) Diluted	(0.10)	0.30	(0.05)	0.42	0.63	0.41

Refer note nos. 1 to 15 forming part of financial results in terms of SEBI Regulation 52.



GMR POCHANPALLI EXPRESSWAYS LIMITED

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Notes to the unaudited financial information for the nine months period ended December 31, 2025

- 1 The financial results for the period ended December 31, 2025 has been reviewed and approved by the Audit Committee and approved by the Board of Directors at their meeting conducted on January 20, 2026.
- 2 The above financial results have been prepared as per format prescribed in Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
- 3 The Company had received a penalty notice from National Highways Authority of India (NHAI) who levied a penalty of Rs. 1,031.00 Lakhs on the Company for alleged delayed completion of the project's first periodic maintenance, later enhanced by CAG to Rs. 2,344.00 Lakhs. NHAI subsequently deducted Rs. 1,078.62 Lakhs, Rs. 1,430.48 Lakhs, Rs. 197.90 Lakhs and Rs. 2264.90 Lakhs from the 18th, 22nd, 25th and 32nd annuities, respectively, towards penalty, non-fulfilment of O&M Obligations and non-curing of deficiencies in the time specified in Service Concession Agreement (CA) which is considered recoverable in the opinion of the management. The Company initiated arbitration, disputing the Concession Agreement's requirement for mandatory five-year periodic maintenance.

On January 14, 2020, the Tribunal ruled against the Company, stating overlay work was required regardless of road condition and directed commencement of the second overlay by April 1, 2020 (completion by December 31, 2020) and the third by April 1, 2025. NHAI appealed to the Delhi High Court, challenging the extended timelines to commence and complete the second overlay work and third overlay work stating that such concession is not in accordance with Concession Agreement. The Tribunal also ordered NHAI to refund Rs. 1,078.62 Lakhs with Interest at 12% pa., and Rs. 30.00 Lakhs plus arbitrator fees to cover litigation costs. NHAI appealed the refund order. The Company also filed an application with the Delhi High Court under Section 34 of the Arbitration and Conciliation Act, 1996, challenging the Tribunal's award to the extent of wrong interpretation of clause 4.3.1 of schedule "I" to CA of the Concession Agreement regarding mandatory overlays and seeking reimbursement for overlay costs.

The Delhi High Court, on April 6, 2022, upheld the Company's argument that overlays are only required when the roughness index exceeds 2000 mm/km, rejecting the Tribunal's ruling. It also upheld the Company's claim for reimbursement of first maintenance costs, directing the arbitrator to quantify the claim. The High Court further upheld other Tribunal awards favorable to the Company. NHAI has appealed under section 37(1)(c) of the Arbitration and Conciliation Act, 1996 this High Court order to a Division Bench of the Delhi High Court. On July 11, 2022, the Court directed a status quo.

Meanwhile, the Company initiated discussions with NHAI to explore amicable settlement of all pending disputes, including claims related to periodical overlay and recovery against descoped portions of work. Both parties agreed to refer the matters to the Conciliation Committee of Independent Experts. In view of this ongoing conciliation process, the arbitration and related legal proceedings have been temporarily adjourned.

As the matter is sub-judice, the Company has not yet recognized the potential financial benefit of the High Court order. Specifically, it has not reversed provisions for overlay costs or recognized a modification gain in its service concession receivables, pending the Division Bench's final decision. The modification gain and reversal of overlay cost provision, if any, will be accounted for upon resolution of NHAI's appeal.

- 4 The Company's Section 9 application before the Delhi High Court was dismissed as not maintainable on January 10, 2023. Subsequently, the Company invoked arbitration on May 05, 2023 seeking refund of Rs. 1,430.48 Lakhs crore allegedly withheld. An Arbitral Tribunal was constituted comprising of Presiding arbitrator with two Co-arbitrators. The first sitting was held on November 01, 2023, during which the schedule for pleadings was agreed. Meanwhile, the Company initiated discussions with NHAI to explore amicable settlement of all pending disputes, including claims related to periodical overlay and recovery against descoped portions of work. Both parties agreed to refer the matters to the Conciliation Committee of Independent Experts. In view of this ongoing conciliation process, the arbitration and related legal proceedings have been temporarily adjourned. Management anticipates a favourable outcome in this regard and believes there will be no adverse financial impact on the Company.

- 5 The Additional Director General of GST Intelligence (DGII), Hyderabad Zonal Unit, issued a Show Cause Notice (SCN) No. 05/2023-24(GST) dated April 28, 2023, to the Company, seeking to recover Rs.6,826.68 Lakhs in CGST and TGST for the period September 2017 to September 2022 under Section 73(1) of the TGST Act, 2017. The demand pertained to GST on annuity payments received from NHAI under a Build-Operate-Transfer (BOT) contract for road construction and maintenance services, as per the Service Concessionaire Agreement (SCA) dated March 31, 2006. The Company challenged the SCN before the Telangana High Court, arguing that the annuity payments were exempt under entry 23A of Notification 12/2017 Central Tax (Rate) for the period up to its withdrawal on January 1, 2023, via Notification No. 15/2022. The High Court initially issued a notice to the Respondent and directed that no coercive action be taken. The High Court, however, dismissed the writ petition on October 28, 2024.

The Company then filed a Special Leave Petition (SLP) before the Supreme Court, which was disposed of on January 27, 2025, with a direction that the DG of GST Intelligence should not be influenced by the High Court's findings while deciding the show cause notice. Subsequently, on February 26, 2025, the office of the Commissioner of Central Tax, Central Excise and Service Tax, Medchal Commissionerate, Hyderabad (Authorities) has confirmed the demand for CGST of Rs.3,413.34 Lakhs and SGST of Rs.3,413.34 Lakhs on annuity payments received from the NHAI (for the period from September 2017 to September 2022) as deferred payments under the Build-Operate-Transfer (BOT) model, classifying the works contract services under SACS 9954, and imposed a penalty of Rs.682.67 Lakhs. Aggrieved by the said order, the Company has filed a writ petition before the Hon'ble Telangana High Court. The Hon'ble High Court, vide interim order dated May 01, 2025, has granted a stay on the operation and effect of the impugned order until the next date of hearing.

Management, relying on external opinion, anticipates a favourable outcome regarding annuity payments and believes there will be no adverse financial impact on the Company, as any GST levied will be recovered from NHAI. Therefore, no adjustment has been made in the financial statements pending the matter's final resolution.



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Notes to the unaudited financial information for the nine months period ended December 31, 2025

6 The Company has subscribed for 328 Unsecured 0.01% Compulsorily Convertible Debentures (CCDs) of face value of Rs.10,00,000/- each aggregating to Rs.3,280 Lakhs of GMR SEZ & Port Holdings Limited (GSPHL) on preferential basis on December 17, 2024 by converting equivalent amount of existing loans including interest accrued thereon. CCDs are Compulsorily Convertible into 1,00,000 Equity Shares of face value of Rs.10/- each immediately on the expiry of 5 years from the date of allotment of CCDs. GSPHL is 100% subsidiary of GMR Power and Urban Infra Limited (GPUIL). GSPHL is engaged in the business of development of special investment regions and Industrial Estates / Parks and to carry on the business of property developers, builders, creators, operators, owners, contractors of all and any kind of infrastructure facilities and services. GPUIL is Holding Company for both the entities i.e. GMR Pochanpalli Expressways Limited and GMR SEZ and Port Holdings Private Limited. GPUIL has undertaken that it will buy these CCDs from Company on or before end of its concession period and also ensure that at no point of time during the currency of these CCDs, the Company will bear any kind of loss on this investment in view of the same the fair valuation is considered at the cost of investment.

7 The Indian Parliament has enacted the four Labour Codes, which have been notified by the Government of India and made effective from November 21, 2025. These Codes have implications on the Company's contributions towards Provident Fund and Gratuity, primarily due to the revised definition of wages and other related statutory requirements. The Company has evaluated and implemented the provisions of the Labour Codes for the first time with effect from the notified date. Accordingly, the financial impact arising from such implementation has been recognised in the financial results for the period ended December 31, 2025, based on management's assessment and actuarial evaluation, where applicable.

8 The Company is engaged primarily in the business of Construction, Operation & Maintenance of Highways and accordingly, there are no separate reportable segments as per Ind AS 108 dealing with Operating Segment.

9 The Company has created Debenture Redemption Reserve (DRR) to the extent of Rs.9,259.44 Lakhs which is more than 25% of outstanding non-convertible debentures out of the profits of the company available for payment of dividend for the purpose of redemption of debentures in accordance with the provisions of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014, as amended.

10 The Company's NCD Credit rating is CARE BB-; Stable (Double B Minus; Outlook: Stable) as per CARE Credit Rating Report dated 07.08.2025.

11 Asset cover available, in case of non-convertible debt securities: The listed, redeemable, non-convertible debentures are secured by way of first charge on all the assets of the Company both movable and immovable properties, both present and future (including future annuity receivable) but excluding project assets (unless permitted by National Highways Authority of India (NHAI) under the Concession agreement).

12 Additional information provided pursuant to Regulation 52(4) of Securities and Exchange Board of India [Listing Obligations and Disclosure requirements] Regulations 2015, amended.

Sl. No.	Particulars	Rupees in Lakhs					
		Quarter ended			Nine months period ended		Year ended
		31-Dec-25	30-Sep-25	31-Dec-24	31-Dec-25	31-Dec-24	31-Mar-25
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Debt Equity Ratio (in times) [Debt / Equity Ratio : [(Debt means secured debt + interest accrued on secured debt + liability portion of preference shares + lease liability) / (Equity Share Capital plus other equities including debenture redemption reserve and equity component of preference shares)]]	0.30	0.37	0.45	0.30	0.45	0.47
2	Debt Service Coverage Ratio (in times) * [Debt Service Coverage Ratio (DSCR) : (Earnings before Tax + Depreciation + Interest on secured debts + interest on lease liability) / (Interest on secured debts + interest on lease liability + equated redemption amount of NCDs and payment of Lease liability during the period)]	0.12	0.54	0.28	0.38	0.52	0.34
3	Interest Service Coverage Ratio (in times) * [Interest Service Coverage Ratio (ISCR) : (Earnings before Tax + Depreciation + Interest on secured debt + interest on lease liability) / (Interest on secured debts + interest on lease liability)]	1.26	4.36	1.72	3.32	2.84	1.95
4	Unlisted Outstanding Redeemable Preference Shares (44,50,000 8% Redeemable, Non-cumulative and Non-Convertible preference shares of Rs.100 each) [Unlisted Outstanding Redeemable Preference Shares are disclosed only to the extent of liability portion of outstanding preference shares as per Ind AS Financial statements]	4,107.52	4,003.77	3,711.08	4,107.52	3,711.08	3,805.13



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Notes to the unaudited financial information for the nine months period ended December 31, 2025

Sl. No.	Particulars	Rupees in Lakhs					
		Quarter ended			Nine months period ended		Year ended
		31-Dec-25 Unaudited	30-Sep-25 Unaudited	31-Dec-24 Unaudited	31-Dec-25 Unaudited	31-Dec-24 Unaudited	31-Mar-25 Audited
5	Capital Redemption Reserve	-	-	-	-	-	-
6	Debenture redemption reserve	9,259.44	9,259.44	9,259.44	9,259.44	9,259.44	9,259.44
7	Net-worth <i>[Net worth represents Equity Share Capital plus other equities less Debenture Redemption Reserve]</i>	21,629.31	21,786.59	21,414.49	21,629.31	21,414.49	21,100.78
8	Net profit/(loss) after tax	(138.54)	414.06	(62.71)	574.14	864.70	567.75
9	Earnings Per Share (EPS) (of Rs.10 each) <i>(not annualised for quarters/half years)</i>						
	i) Basic	(0.10)	0.30	(0.05)	0.42	0.63	0.41
	ii) Diluted	(0.10)	0.30	(0.05)	0.42	0.63	0.41
10	Current ratio (in times) <i>[Current assets/Current liabilities]</i>	2.94	2.96	4.88	2.94	4.88	4.44
11	Long term debt to working capital (in times) <i>[(Long term debt including current maturities of loan term debt + liability portion of preference shares) / (Current assets-current liabilities+current maturities of loan term debt)]</i>	0.25	0.29	0.33	0.25	0.33	0.34
12	Bad debts to Account receivable ratio (%) [not annualised] <i>[Bad debts / average of service concession assets]</i>	-	-	-	-	-	-
13	Current liability ratio (in times) <i>[Current liability / Total liabilities]</i>	0.79	0.73	0.36	0.79	0.36	0.39
14	Total debts to total assets (in times) <i>[(Long term debt including current maturities of loan term debt and interest accrued thereon + liability portion of preference shares + current and non current portion of lease liability)/Total assets]</i>	0.18	0.21	0.24	0.18	0.24	0.25
15	Debtors turnover (in times) [not annualised] <i>[Revenue from operations / average of service concession assets receivables]</i>	-	0.98	0.28	10.11	0.79	1.76
16	Inventory turnover (in times) [not annualised] <i>[Revenue from operations / average inventory]</i>	20.47	20.05	62.77	64.29	271.74	140.26
17	Operating margin (%) <i>[(Profit before tax + Finance Costs - Other income) / Revenue from operations]</i>	21.46%	25.53%	29.16%	21.92%	28.38%	25.81%
18	Net profit margin (%) <i>[Profit after tax / Total Income]</i>	-7.82%	20.19%	-2.84%	8.76%	11.19%	5.18%
19	Paid up Debt Capital/ Outstanding secured Debt (including interest accrued thereon) <i>[Paid-up debt capital represents outstanding non-convertible debentures (secured debt) including accrued interest thereon]</i>	5,067.15	7,467.61	9,999.21	5,067.15	9,999.21	10,227.51

* - For the purpose of debt coverage and interest service coverage ratio, IndAS adjustments like liability portion of preference shares and notional unwinding interest on liability portion of preference shares are not considered.



GMR POCHANPALLI EXPRESSWAYS LIMITED
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Notes to the unaudited financial information for the nine months period ended December 31, 2025

- 13 Disclosure required under Regulation 52(7) and Regulation 52(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended for the period ended December 31, 2025
 - a) The proceeds as received on issue of Non-Convertible Debentures in March 2010 have been fully utilized for the purpose for which these proceeds were raised.
 - b) There was no deviation in the use of proceeds of Non-Convertible Debentures as compared to the objects of the issue.
- 14 The Company has presented profit/ (loss) before finance costs, taxes, depreciation, amortisation expense and exceptional items as Earnings / (loss) before finance cost, tax, depreciation and amortisation expenses (EBITDA).
- 15 Figures relating to previous quarter / year have been regrouped and rearranged, wherever necessary.

For and on behalf of the Board of Directors of
GMR POCHANPALLI EXPRESSWAYS LIMITED

B. Ramadevi'

Ramadevi Bommidala
Whole Time Director
DIN: 00575031
Date : January 20, 2026
Place : New Delhi



Amit Kumar
Amit Kumar
Chief Financial Officer
Membership no. 500164