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RED HERRING PROSPECTUS
Dated July 24, 2025
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

HIGHWAY INFRASTRUCTURE LIMITED

CORPORATE IDENTITY NUMBER: U45203MP2006PLC018398

REGISTERED OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
57-FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore-452016 Madhya Pradesh, India.	Palak Rathore Company Secretary and Compliance Officer	Tel: +91 731 4047177 E-mail: cs@highwayinfrastructure.in	www.highwayinfrastructure.in

PROMOTERS OF OUR COMPANY: ARUN KUMAR JAIN, ANOOP AGRAWAL AND RIDDHARTH JAIN

DETAILS OF THE OFFER

TYPE	FRESH OFFER	OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY
Fresh Offer and Offer for Sale	Up to [●] Equity Shares of face value ₹ 5/- each aggregating up to ₹ 975.20 Million	Up to 4,640,000 Equity Shares of face value ₹ 5/- each aggregating up to ₹ [●] Million	Up to ₹ [●] Million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 451 For details in relation to share reservation among QIBs, NIIs and RIBs, please see the section entitled "*Offer Structure*" on page 470

DETAILS OF OFFER FOR SALE BY THE PROMOTER SELLING SHAREHOLDERS

NAME	TYPE	NUMBER OF SHARES OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (₹)*
Arun Kumar Jain	Promoter Selling Shareholder	Up to 2,320,000 Equity Shares of face value ₹ 5/- each aggregating up to ₹ [●] million	0.51
Anoop Agrawal	Promoter Selling Shareholder	Up to 2,320,000 Equity Shares of face value ₹ 5/- each aggregating up to ₹ [●] million	0.74

**As per the certificate dated July 23, 2025 issued by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5/- each. The Floor Price, Cap Price and the Offer Price determined by our Company in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 122, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to the section entitled "*Risk Factors*" on page 31.

OFFEROR AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and this Offer which is material in the context of this Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Promoter Selling Shareholders, accepts responsibility for and confirms that the statements specifically made or confirmed by the Promoter Selling Shareholders in this Red Herring Prospectus solely to the extent of information specifically pertaining to themselves and their respective portion of the Equity Shares offered by them in the Offer for Sale, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. The Promoter Selling Shareholders shall not be involved directly/indirectly in any manner in the allocation and pricing of the Offer.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on National Stock Exchange of India

Limited ("**NSE**") and BSE Limited ("**BSE**"). For the purposes of the Offer, BSE Limited is the Designated Stock Exchange.					
BOOK RUNNING LEAD MANAGER					
NAME AND LOGO		**CONTACT PERSON**		**EMAIL AND TELEPHONE**	
PANTOMATH Pantomath Capital Advisors Private Limited		Amit Maheshwari		Email: highway.ipo@pantomathgroup.com Telephone: 1800 889 8711	
REGISTRAR TO THE OFFER					
NAME		**CONTACT PERSON**		**EMAIL AND TELEPHONE**	
Bigshare Services Private Limited		Vinayak Morbale		Email: ipo@bigshareonline.com Telephone: +91 22 6263 8200	
BID/OFFER PROGRAMME					
ANCHOR INVESTOR BIDDING PERIOD	Monday, August 04, 2025*	**BID/OFFER OPENS ON**	Tuesday, August 05, 2025*	**BID/OFFER CLOSES ON**	Thursday, August 07, 2025**

** Our Company in consultation with the Book Running Lead Manager, considers participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

*** Our Company in consultation with the Book Running Lead Manager, considers closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. UPI mandate end time and date shall be at 5.00 pm on the Bid/ Offer Closing Date.*

RED HERRING PROSPECTUS
Dated July 24, 2025
Please read Section 32 of the
Companies Act, 2013
100% Book Built Offer

HIGHWAY INFRASTRUCTURE LIMITED

Our Company was originally set up as a partnership firm in 1995 in the name of 'M/s Highway Enterprises'. The partnership firm was converted into a Private Limited Company in the name and style of 'Highway Infrastructure Private Limited' under the provisions of the Companies Act, 1956 vide certificate of incorporation dated February 10, 2006 issued by the Registrar of Companies, Gwalior, Madhya Pradesh & Chhattisgarh. The name of our Company was subsequently changed to 'Highway Infrastructure Limited', upon conversion into a public limited company, pursuant to a shareholders' resolution dated April 25, 2018 and a fresh certificate of incorporation was issued by the Registrar of Companies, Gwalior, Madhya Pradesh on May 04, 2018. For details of the changes in our name and registered office, please refer to the chapter titled "*History and Certain Corporate Matters – Brief History of our Company and Changes in our Registered Office*" of this Red Herring Prospectus on page 218.

Corporate Identity Number: U45203MP2006PLC018398

Registered Office: 57-FA, Scheme no. 94, Pipliyahana Junction, Ring Road, Indore - 452016 Madhya Pradesh, India;**Tel**: +91 731 4047177

Contact Person: Palak Rathore, Company Secretary and Compliance Officer; **Tel**: +91 731 4047177

E-mail: cs@highwayinfrastructure.in; **Website**: www.highwayinfrastructure.in;

OUR PROMOTERS: ARUN KUMAR JAIN, ANOOP AGRAWAL AND RIDDHARTH JAIN
INITIAL PUBLIC OFFERING OF UPTO [●] EQUITY SHARES OF FACE VALUE ₹ 5/- EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UPTO ₹ [●] MILLION(THE "OFFER") COMPRISING A FRESH OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 5/- EACH AGGREGATING UP TO ₹ 975.20 MILLION BY OUR COMPANY (THE "FRESH OFFER") AND AN OFFER FOR SALE OF UP TO 4,640,000 EQUITY SHARES OF FACE VALUE ₹ 5/- EACH AGGREGATING UP TO ₹ [●] MILLION BY ARUN KUMAR JAIN AND ANOOP AGRAWAL("PROMOTER SELLING SHAREHOLDERS"), EACH PROMOTER SELLING SHAREHOLDER PROVIDING AN OFFER FOR SALE OF UPTO 2,320,000 EQUITY SHARES OF FACE VALUE ₹ 5/- EACH (AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE PROMOTER SELLINGSHAREHOLDERS THE "OFFER FOR SALE"). THE OFFER WOULD CONSTITUTE [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH OFFER, THE "OFFER". **THE PRICE BAND AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF BUSINESS STANDARD, AN ENGLISH NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION, ALL EDITIONS OF BUSINESS STANDARD, A HINDI NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION AND ALL EDITIONS OF NAVA BHARAT, A HINDI NEWSPAPER WITH WIDE CIRCULATION (HINDI BEING THE REGIONAL LANGUAGE OF MADHYA PRADESH, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") ('NSE' TOGETHER WITH 'BSE', THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITALAND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").**
In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of One Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the BRLM and at the terminals of the Syndicate Member(s) and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.
This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. This Offer is being made through the Book Building Process in terms of Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 30% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**" and such portion, the "**QIB Portion**"). Our Company may in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"), in accordance with SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the

Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 30% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 Million and up to ₹ 1.00 Million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1.00 Million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of non-institutional investors*and not less than 40% of Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**")in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, (expect Anchor Investors), are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Accounts (as defined hereinafter) including UPI ID in case of RIBs in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, please see the chapter titled "*Offer Procedure*" beginning on page 470.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5/- each. The Floor Price, Cap Price and the Offer Price determined by our Company in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 122, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

OUR COMPANY'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Promoter Selling Shareholders accepts responsibility for, and confirms, that the statements made or confirmed by them in this Red Herring Prospectus to the extent that the statements and information specifically pertain to themselves and the Equity Shares offered by themselves under the Offer for Sale, are true and correct in all material respects and are not misleading in any material respect. The Promoter Selling Shareholders assume no responsibility for any other statements, including, inter alia, any of the statements made by or relating to our Company.

LISTING

The Equity Shares, offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated December 02, 2024, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be BSE Limited. A copy of this Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 522

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
Pantomath Capital Advisors Private Limited Pantomath Nucleus House, Saki-Vihar Road, Andheri-East, Mumbai –400072 Maharashtra, India. **Tel**: 1800 889 8711 **Email:** highway.ipo@pantomathgroup.com **Website:** www.pantomathgroup.com **Investor Grievance Id:** investors@pantomathroup.com **Contact Person:** Amit Maheshwari **SEBI Registration No**: INM000012110	**Bigshare Services Private Limited** Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai-400093 Maharashtra, India. **Tel:** +91 22 6263 8200 **E-mail:** ipo@bigshareonline.com **Website:** www.bigshareonline.com **Investor grievance Id:** investor@bigshareonline.com **Contact person:** Vinayak Morbale **SEBI Registration Number:** INR000001385

BID/OFFER PROGRAMME	
ANCHOR INVESTOR BIDDING PERIOD	**Monday, August 04, 2025***
BID/OFFER OPENS ON	**Tuesday, August 05, 2025***
BID/OFFER CLOSES ON	**Thursday, August 07, 2025****

**Our Company in consultation with the BRLM, considers participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Shall Bid during the Anchor Investor Bidding Date i.e., one Working Day prior to the Bid/Offer Opening Date.*

***Our Company in consultation with the BRLM, considers closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. UPI mandate end time and date shall be at 5.00 pm on the Bid/ Offer Closing Date.*

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SECTION I
GENERAL DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rule guidelines or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in "Basis of Offer Price", "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "Financial Information", "Outstanding Litigation and Other Material Developments", "Offer Procedure", and "Description of Equity Shares And Terms of Articles of Association" on pages 122, 130, 133, 207, 253, 433, 470 and 496 will have the meaning ascribed to such terms in those respective sections.

General terms

Term	Description
Our Company / the Company / the Offeror/ HIL	Highway Infrastructure Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office at 57-FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore-452016 Madhya Pradesh, India.
We / us / our	Except in cases of disclosure of amounts, percentages and ratios arising out of the Restated Consolidated Financial Information which is on a consolidated basis together with our Subsidiary and AOP and unless the context otherwise indicates or implies, this refers to our Company i.e. Highway Infrastructure Limited.

Company-related terms

Term	Description
AoA / Articles of Association / Articles	The articles of association of our Company, as amended from time to time.
AOP/ Association of Persons	An Association of Persons being Highway and Tandon Tollways
Audit Committee	The Committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015. Audit committee of our Company, described in "*Our Management – Corporate Governance*" on page 233
Auditors / Statutory Auditors	The current statutory auditor of our Company, Anil Kamal Garg & Co, Chartered Accountants
Board / Board of Directors	The board of directors of our Company, as constituted from time to time or any constituted committee thereof. For details see "*Our Management – Board of Directors*" on page 224.
CareEdge Research	CARE Analytics and Advisory Private Limited (formerly known as CARE Risk Solutions Private Limited)
CareEdge Report	Report titled "*Research Report on Road Toll, Infrastructure EPC & Real Estate Industry in India*" dated July 07, 2025 commissioned by our Company and prepared by CARE Analytics and Advisory Private Limited (formerly known as CARE Risk Solutions Private Limited) pursuant to an engagement with our Company.
CIN	Corporate identification number
Chief Executive Officer/ CEO	The chief executive officer of our Company, being Ankit Tandon. For details, see "*Our Management – Key Managerial Personnel*" on page 243.
Chief Financial Officer/ CFO	The chief financial officer of our Company, being Anoop Agrawal. For details, see "*Our Management – Key Managerial Personnel*" on page 243.
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Palak Rathore. For details, see "*Our Management – Key Managerial Personnel*" on page 243.
Companies Act / Act	The Companies Act, 2013 and amendments thereto.
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013 as described in "*Our Management– Corporate Governance* " on page 238
Depositories Act	The Depositories Act, 1996, as amended from time to time.

Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
DIN	Director Identification Number.
Director(s)	The director(s) on Board of our Company, as appointed from time to time
EPC Infra	Wherever used in reference to our Company shall include the segment of work contract division machineries and equipment's hire division as per the Restated Consolidated Financial Information
Equity Shares	The equity shares of our Company of face value ₹ 5/- each
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company.
Executive Director	The Executive director(s) on our Board, namely, Arun Kumar Jain and Anoop Agrawal.
Group	As per the restated consolidated financial information includes the Company, Subsidiary and the Association of Persons
Group Companies	The group companies of our Company are in accordance with the SEBI ICDR Regulations. For details, see "*Group Companies*" on page 448
HTTPL	Our Subsidiary, Highway & Tandon Tollways Private Limited
Independent Chartered Accountant	The independent chartered accountant, being R.K. Jagetiya & Co. bearing Firm Registration Number 146264W and Peer Review No. 017355
Independent Director	Independent directors on our Board, and who are eligible to be appointed as independent directors under Section 149(6) and Regulation 17 and other applicable provisions of the Companies Act and the SEBI Listing Regulations respectively. For details of the Independent Directors, please see "*Our Management*" on page 224
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number. In this case being–INE00RL01028.
IPO Committee	IPO committee of the board of directors of the Company, as described in *"Our Management– Corporate Governance*" on Page 239
Joint Chief Financial Officer/ Joint CFO	The Joint Chief Financial Officer of the Company being Saurabh Mittal. For details, see "*Our Management - Key Managerial Personnel and Senior Management*" on page 243.
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as further described in "*Our Management – Key Managerial Personnel and Senior Management*" on page 243
KPI(s) or Key Performance Indicators	Key Performance Indicators
Managing Director	The managing director of our Company, being Arun Kumar Jain
Materiality Policy	The policy adopted by our Board on June 23, 2025 and as amended from time to time, for identification of material (a) outstanding litigation proceedings; (b) group companies; and (c) dues to material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Red Herring Prospectus
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000 and includes a non-resident Indian, FVCIs and FPIs
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company constituted in accordance with the Companies Act, 2013 and the Listing Regulations, described in "*Our Management – Corporate Governance*" on page 236
Non-Executive Director(s)/ Non-Executive Non-Independent Director(s)	A Director, not being an Executive Director appointed as per the Companies Act, 2013 and the SEBI Listing Regulations as described in section entitled "*Our Management*" on page 227
Non-Executive Independent Director(s)/ Independent Director(s)	The non-executive, independent director(s) of our Company appointed as per the Companies Act, 2013 and the Listing Regulations.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	The Promoter(s) of our Company namely, Arun Kumar Jain, Anoop Agrawal and Riddharth Jain. For details, see "*Our Promoters and Promoter Group*" on page 246
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1) (pp) of the SEBI ICDR Regulations. For further details see, "*Our Promoters and Promoter Group*" on page 246
Promoter Selling Shareholder(s)	The Promoters of our Company offering certain portion of their shares for sale in the Offer for Sale, namely Arun Kumar Jain and Anoop Agrawal.

RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office	The registered office of our Company, situated at 57-FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore- 452016 Madhya Pradesh, India.
Restated Consolidated Financial Information	The Restated Consolidated Financial Information as at and for Fiscal 2025, Fiscal 2024 and Fiscal 2023 prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (the "Guidance Note"), comprising the Restated Consolidated Statement of Assets and Liabilities, the Restated Consolidated Statement of Profit and Loss, the Restated Consolidated Statement of Changes in Equity, and the Restated Consolidated Statement of Cash Flows as at and for Fiscal 2025, Fiscal 2024 and Fiscal 2023 and the Statement of Significant Accounting Policies, and other explanatory information, as prescribed under Section 133 of Companies Act read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act the SEBI ICDR Regulations, and the guidance notes issued by ICAI.
ROC/ Registrar of Companies	Registrar of Companies, Madhya Pradesh at Gwalior.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
STT	Securities Transaction Tax
Senior Management	Senior Management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations as disclosed in "*Our Management -Senior Management*" on page 243
Shareholders	The holders of the Equity Shares from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company constituted in accordance with the Companies Act, 2013 and the Listing Regulations, described in "*Our Management – Corporate Governance*" on page 237
Subsidiary	The subsidiary of our Company is Highway & Tandon Tollways Private Limited. For details, see "*Our Subsidiary*" on page 222

Offer-related terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot/ Allotment / Allotted	means the allotment of Equity Shares pursuant to the Fresh Offer and transfer of the Offered Shares offered by the Promoter Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus and who has Bid for an amount of at least ₹ 100.00 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of this Red Herring Prospectus, which will be decided by our Company in consultation with the BRLM during the Anchor Investor Bidding Date
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and Prospectus
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLM

Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLM, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Anchor Investor Pay-In Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid / Offer Closing Date
Applicant/Investor	Any Prospective Investor who makes an application pursuant to the terms of this Red Herring Prospectus and the Application Form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Red Herring Prospectus.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB or to block the Bid Amount using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB which may be blocked by such SCSB, or the account of the RIBs blocked upon acceptance of UPI Mandate Request by the RIBs using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids will be considered as the application for Allotment in terms of this Red Herring Prospectus and Prospectus.
Banker(s) to the Company	Axis Bank Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank and Public Offer Account Bank(s)
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 470
Bid	An indication to make an offer during the Bid / Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value ₹ 5/- each and in multiples of [●] Equity Shares of face value ₹ 5/- each thereafter
Bid / Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Thursday, August 07, 2025, which shall be published in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard, a Hindi national daily newspaper and the Indore edition of Nava Bharat, a Hindi newspaper (Hindi being the regional language of Madhya Pradesh, India where our Registered Office is located), each with wide circulation. In case of any revisions, the extended Bid / Offer Closing Date shall also be notified on the websites and terminals of the Members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank.
Bid / Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being Tuesday, August 05, 2025, which shall be published in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard, a Hindi national daily newspaper and the Indore edition of Nava Bharat, a Hindi newspaper (Hindi being the regional language of Madhya Pradesh, where our Registered Office is located), each with wide circulation.

Bid / Offer Period	Except in relation to Anchor Investors, the period between the Bid / Offer Opening Date and the Bid / Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations. Provided that the Bidding shall be kept open for atleast three Working Days for all categories of Bidders, other than Anchor Investors. Our Company may, in consultation with the BRLM, consider closing the Bid / Offer Period for the QIB Category one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations, provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company in consultation with the BRLM, consider closing the Bid/Offer Period for the QIB Category one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. The Bid/Offer Period will comprise of Working Days only.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which at the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager / BRLM/ Pantomath	The book running lead manager to the Offer, namely Pantomath Capital Advisors Private Limited.
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms, provided that RIBs may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism, to a Registered Broker and details of which are available on the websites of the respective Stock Exchanges. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and updated from time to time.
CAN /Confirmation of Allocation Note	The note or advice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on / after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	Agreement dated July 17, 2025 entered into by our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLM, the Banker(s) to the Offer and Syndicate Members, for the appointment of the Sponsor Bank in accordance with the UPI Circulars, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Circular on Streamlining of Public Offers/ UPI Circular	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant / CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations, in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as per the list available on the websites of the Stock Exchanges

Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLM, which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs, including Anchor Investors, and Non- Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father / husband, investor status, occupation PAN, DP ID, Client ID and bank account details and bank account details and UPI ID, where applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIBs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of this Red Herring Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors or IPO Committee may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate / agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and non-institutional Bidders, Designated Intermediaries shall mean Syndicate, sub-syndicate / agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited
Draft Red Herring Prospectus / DRHP	The draft red herring prospectus dated September 24, 2024 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus constitute an invitation to subscribe to the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under the relevant provisions of the FEMA Rules, on a non-repatriation basis, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and this Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit / NEFT / RTGS / NACH in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Account(s) will be opened, in this case being Axis Bank Limited
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, i.e., ₹ [●] subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	A company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
Fresh Offer	The fresh offer comprising of an issuance of up to [•] Equity Shares of face value ₹ 5/- each at ₹ [•] per Equity Share (including a premium of ₹ [•] per Equity Share) aggregating up to ₹ 975.20 million by our Company.

General Information Document/ GID	The General Information Document for investing in public offers prepared and issued by SEBI in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM
Gross Proceeds	The proceeds from the Offer that will be available to our Company
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This was computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price.
Minimum Promoters Contribution	Aggregate of 20% of the fully diluted post-Offer equity share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoter that shall be locked-in for a period of eighteen months from the date of Allotment. For details regarding the Minimum Promoters' Contribution, please refer to chapter titled "*Capital Structure - Details of Promoter's contribution and lock-in for 18 months*" beginning on page 98
Mobile App(s)/ Mobile Applications	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by RIBs to submit Bids using the UPI Mechanism
Monitoring Agency	Monitoring Agency appointed pursuant to the Monitoring Agency Agreement dated, July 17, 2025, namely Infomerics Valuation and Rating Limited.
Monitoring Agency Agreement	An agreement dated July 17, 2025 entered into between our Company and Monitoring Agency
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares of face value ₹ 5/- each, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	Net Offer means the offer of specified securities to the public but does not include reservations and promoters' contribution brought in as part of the issue.
Net Proceeds	The Gross proceeds of the Offer less the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" on page 105
Net QIB Portion	The QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Investors"/ "NII(s)"/ Non-Institutional Bidders / NIBs	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 30% of the Net Offer, consisting of [●] Equity Shares of face value ₹ 5/- each, which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price in the following manner: a. one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more ₹0.20 million up to ₹1.00 million; b. two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than exceeding ₹1.00 million: Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Bidders.
Non-Resident/ NR	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Offer/ Offer Size	Initial public offering of up to [●] Equity Shares of face value ₹ 5/- each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million consisting of a Fresh Offer of up to [●]Equity Shares of face value ₹ 5/- each aggregating up to ₹ 975.20 million by our Company and an offer for sale of up to 4,640,000 Equity Shares of face value ₹ 5/- each aggregating up to ₹ [●] million, by the Promoter Selling Shareholders.
Offer Agreement	The agreement dated September 24, 2024 and amendment agreement dated July 10, 2025 amongst our Company, the Promoter Selling Shareholders and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of this Red Herring Prospectus. The Offer Price will be decided by our Company in consultation with the BRLM on the

	Pricing Date, in accordance with the Book Building Process and in terms of this Red Herring Prospectus.
Offer for Sale	The offer for sale up to 4,640,000 Equity Shares bearing face value ₹ 5/- each aggregating up to ₹ [●] million by the Promoter Selling Shareholders comprising of Offer for Sale of up to 2,320,000 Equity Shares of face value ₹ 5/- each aggregating to ₹ [•] by Arun Kumar Jain and up to 2,320,000 Equity Shares aggregating to ₹ [•] by Anoop Agrawal.
Offer Proceeds	The proceeds of the Fresh Offer which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholders. For further information about use of the Offer Proceeds, please see section entitled "*Objects of the Offer*" on page 105.
Offered Shares	The number of Equity Shares being offered by Promoter Selling Shareholders as part of the Offer for Sale aggregating up to 4,640,000 Equity Shares of face value ₹ 5/- each.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the BRLM, and will be advertised in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard, a Hindi national daily newspaper and the Indore edition of Nava Bharat, a Hindi newspaper (Hindi being the regional language of Madhya Pradesh, where our Registered Office is located), each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalise the Offer Price.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	The 'no-lien' and 'non-interest bearing' Bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The banks which are a clearing member and registered with SEBI under the BTI Regulations, with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being HDFC Bank Limited.
QIB Category / QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 30% of the Net Offer, consisting of [●] Equity Shares of face value ₹ 5/- each which shall be Allotted to QIBs (including Anchor Investors) which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price.
Qualified Institutional Buyers / QIBs / QIB Bidders	Qualified institutional buyers as defined under Regulation 2 (1) (ss) of the SEBI ICDR Regulations. In accordance with the FEMA Rules, other non-residents such as Eligible NRIs applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer. For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 494.
Red Herring Prospectus / RHP	This red herring prospectus dated July 24, 2025 to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto This Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being Axis Bank Limited.
Registered Brokers	Stockbrokers registered under the SEBI (Stockbrokers) Regulations, 1992, as amended with the stock exchanges having nationwide terminals, other than the BRLM and the Syndicate Members and eligible to procure Bids
Registrar Agreement	The agreement dated September 17, 2024 and amendment agreement dated June 20, 2025 among our Company, the Promoter Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the websites of BSE and NSE, and the UPI Circulars.

Registrar to the Offer / Registrar	Bigshare Services Private Limited
Resident Indian	A person resident in India, as defined under FEMA.
Retail Individual Bidder(s) / RIB(s)/ Retail Individual Investors/ RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 40% of the Net Offer consisting of [●] Equity Shares of face value ₹ 5/- each, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid / Offer Period and withdraw their Bids until Bid/Offer Closing Date.
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI vide circular no. CIR/OIAE/1/2014 dated December 18, 2014.
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time.
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely, Bigshare Services Private Limited
Share Escrow Agreement	Agreement dated July 17, 2024 entered into amongst the Promoter Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer by such Promoter Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time.
Sponsor Bank	The Banker to the Offer registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs, using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, the Sponsor Banks in this case being Axis Bank Limited and HDFC Bank Limited.
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange Limited
Syndicate or Members of the Syndicate	BRLM and the Syndicate Members
Syndicate Agreement	Agreement dated July 17, 2025 entered into among our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLM and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate
Syndicate Member	Intermediaries (other than the BRLM) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, Asit. C. Mehta Investment Interrmediates Limited
Systemically Important Non- Banking Financial Company / NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Underwriters	[●]

Underwriting Agreement	The agreement to be entered into amongst the Underwriters, the Promoter Selling Shareholders and our Company on or after the Pricing Date, but prior to filing of the Prospectus with the RoC.
UPI	Unified Payments Interface, which is an instant payment mechanism developed by NPCI.
UPI Bidder	Collectively, individual investors applying as (i) Retail Individual Bidders, in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of up to ₹0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL- 2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51dated April 20, 2022, SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 May 30, 2022 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI Mobile App and by way of a SMS directing the RIB to such UPI Mobile App) to the RIB initiated by the Sponsor Bank to authorise blocking of funds in the relevant ASBA Account through the UPI Mobile App equivalent to the Bid Amount and subsequent debit of funds in case of Allotment. In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	The mechanism that may be used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.
Working Day	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid / Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the SEBI UPI Circulars.

Conventional and general terms and abbreviations

Term	Description
₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
BG	Bank Guarantee
BSE	BSE Limited
BNS	Bharatiya Nyaya Sanhita, 2023
BNSS	Bharatiya Nagarik Suraksha Sanhita, 2023
BSA	Bharatiya Sakshya Adhiniyam, 2023
CAGR	Compounded Annual Growth Rate
Calendar Year	Unless the context otherwise requires, shall refer to the twelve month period ending December 31
Cash flow from operations / EBITDA	Cash flow from operations / EBITDA
Category I AIF(s)	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF(s)	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF(s)	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPI(s)	FPI(s) who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II FPI(s)	FPI(s) who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT Rules	Central Value Added Tax Credit Rules, 2004, amended
CGST	Central Goods and Services Tax
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
Civil Code	Code of Civil Procedure, 1908, as amended
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and further declared as a pandemic on March 11, 2020.
Companies Act / Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires.
Competition Act	Competition Act, 2002, as amended from time to time
Cr.P.C.	Code of Criminal Procedure, 1973, as amended
CSR	Corporate Social Responsibility
Current ratio	Current assets / Current liabilities
Demat	Dematerialisation
Depository or Depositories	NSDL and CDSL, collectively
Depositories Act	The Depositories Act, 1996, as amended
Diluted EPS	Profit for the period or year attributable to equity shareholders / Weighted average number of equity shares for calculating diluted earnings per share
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	The Department for Promotion of Industry and Internal Trade (earlier known as Department of Industrial Policy and Promotion)
EBLR	External Benchmark Lending Rate
EGM	Extraordinary General Meeting
EMI	Equated Monthly Instalment
EPA	Environment Protection Act, 1986, as amended

EPS	Earnings per share Calculated as Net Profit after tax, as restated, divided by weighted average no. of equity shares outstanding during the year/ period. (as adjusted for change in capital due to subdivision of equity shares)
ESIC	Employees' State Insurance Corporation
FDI	Foreign direct investment
FDI Policy	The consolidated FDI policy, effective from October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion).
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder and as amended
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
FEMA Regulations	Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017, as amended
Finance Act 2024	Finance Act, 2024
Finance Bill	Finance Bill, 2024
Financial Year / Fiscal / Fiscal Year/ FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that calendar year
FIR	First Information Report
FP	Funded by Public
FPIs	Foreign Portfolio Investors, who has been registered pursuant to and as defined under SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI, as amended
GAAP	Generally Accepted Accounting Principles
GECL	Guaranteed Emergency Credit Line
GoI / Government / Central Government	Government of India
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
IGST	Integrated Goods and Services Tax
Income Tax Act	Income Tax Act, 1961, as amended
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
Inventory days	Inventories / Revenue from operations * days
IPC	Indian Penal Code, 1860, as amended
IPR	Intellectual Property Rights
IPO	Initial Public Offer
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information Technology
Listing Agreement	The equity listing agreement to be entered into by our Company with each of the Stock Exchanges
MAT	Minimum Alternate Tax
MCA	The Ministry of Corporate Affairs, Government of India
MIM	Multiple Investment Managers
Mn	Million
MSME	Micro, Small and Medium Enterprises
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
N.A.	Not Applicable
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer
NHDP	National Highways Development Project
NPCI	National Payments Corporation of India
NRE Account	Non-resident external account established in accordance with the Foreign Exchange

	Management (Deposit) Regulations, 2016, as amended
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955, as amended
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016, as amended
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer.
OD	Overdraft
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number allotted under the Income Tax Act, 1961
Payment of Bonus Act	Payment of Bonus Act, 1965, as amended
Payment of Gratuity Act	Payment of Gratuity Act, 1972, as amended
PWD	Public Works Department
RBI	The Reserve Bank of India
RERA	Real Estate (Regulation and Development) Act, 2016
Regulation S	Regulation S under the U.S. Securities Act
RPRR	Reverse Repo Rate
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI SBEB Regulations 2014	The erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended
SEBI SBEB Regulations 2021	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
SEBI Takeover Regulations/ SEBI (SAST) Regulations/ Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended

State Government	Government of a State in India
SGST	State Goods and Services Tax
TOT	Toll Operate Transfer
Trademarks Act	Trademarks Act, 1999, as amended
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
WACA	Weighted Average Cost of Acquisition
Water Act	Water (Prevention and Control of Pollution) Act, 1974, as amended
WCDL	Working Capital Demand Loan
WCTL	Working Capital Term Loan

Technical / industry-related terms

Term	Description
ANPR	Automatic Number Plate Recognition
Bid Project Cost/ BPC	The estimated cost of a project that was awarded to the Company.
BOT	Build-Operate-Transfer. This includes projects undertaken on a BOT (toll) basis, BOT (annuity) basis and HAM basis.
Bridge	Bridge also includes construction of approach road and footpath near the Bridge
COD	Commercial operation date
DBFOT	Design, Build, Finance, Operate and Transfer
EPC	Engineering, procurement and construction
ETC Systems	Electronic Tollway collection systems
GPS	Global Positioning System
H1	Highest Bidder
HAM	Hybrid Annuity Model
ISA	Indian Standard Equal/Unequal Angle
Km.	Kilometre
Kva	Kilovolt ampere
L1	Lowest Bidder
MORTH	Ministry of Road Transport and Highways
NHAI	National Highways Authority of India
NH	National Highway
Order Book	Order book means aggregate value of such portions of the existing contracts which are either yet to be executed and/or which are executed but unbilled
PMAY	Pradhan Mantri Awas Yojana
PMGSY	Pradhan Mantri Gram Sadak Yojana
PPP	Public-Private Partnership
PWD	Public Works Department
RFID	Radio Frequency Identification
RFP	Request for Proposal
RFQ	Request for Quote
ROU	Right of Use
SH	State Highway
Toll(s)	A charge payable for use of road and highways, including service fee

Key Performance Indicators

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by the management of the Company to track the revenue profile of the business of the Group and in turn helps assess the overall financial performance of the Group and size of business of the Group.
EBITDA	EBITDA provides information regarding the operational efficiency of the Group business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of the business of the Group.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business of the Group.
Debt-equity ratio (times)	The debt to equity ratio compares an organization's liabilities to its shareholder's equity and is used to gauge how much debt or leverage the organization is using.
ROE (%)	ROE provides how efficiently the Group generates profits from shareholders' funds.
ROCE (%)	ROCE provides how efficiently the Group generates earnings from the capital employed in the business.
Revenue CAGR (%)	Revenue CAGR provides information regarding growth in revenue over a period.
EBITDA CAGR (%)	EBITDA CAGR provides information regarding growth in EBITDA over a period.
Tolls Operated	Tolls Operated shows the number of tolls operated by the company during the fiscal.
Operation in states	Operation in states shows the number of states in which the company operated/did business, in a particular year.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of the terms of the Offer, certain disclosure included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled *"Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Other Material Developments", "Offer Procedure" and "Offer Structure" on pages 73, 90, 105, 133, 180, 246, 253, 395, 433, 470 and 490* respectively of this Red Herring Prospectus.

Summary of Primary Business of our Company

We are an infrastructure development and management Company. Our Company is engaged in the business of tollway collection, EPC Infra and real estate businesses. While the Company's business spans facets of infrastructure development and management, tollway collection stands out as a significant mix of its business, driving our revenues and financial performance followed by EPC Infra business which comprises of executing construction development projects of different types like roads, bridges, tanks, irrigation related construction and civil buildings etc. for customers. As on May 31, 2025, our consolidated Order Book is ₹6,663.07million, comprising of ₹595.30 million in tollway collection business and ₹6,067.77 million in EPC Infra business.

Out of the consolidated revenue from operations of Fiscal 2025, the tollway collection business, EPC Infra business and real estate development constituted 77.14%, 21.28% and 1.58%, respectively.

For further details**,** see chapter titled **"***Our Business*" on page 180.

Summary of the Industry in which our Company Operates

Key growth drivers for toll traffic at national highways are Infrastructure Development, Growth of National Expressway, Economic growth and trade, Government policies and investments, Technological Advancements, Improved Connectivity and pick-up in tourism and GPS Based Technology. The outlook for toll traffic on national highways looks promising, showing a consistent upward trend in both the number of transactions and the derived revenue over the years.

For further details, see chapter titled "*Our Industry*" on page 133.

Our Promoters

Our Promoters are Arun Kumar Jain, Anoop Agrawal and Riddharth Jain. For Further Details, See "*Our Promoters and Promoter Group*" on page 246.

Offer Size

Offer of Equity Shares[1]	[●] Equity Shares of face value ₹ 5/- each, aggregating up to ₹ [●] million*
of which:	
Fresh Offer[1]	Up to [●] Equity Shares of face value ₹ 5/- each, aggregating up to ₹ 975.20 million*
Offer for Sale[2]	Up to 4,640,000 Equity Shares of face value ₹ 5/- each, aggregating up to ₹ [●] million* by the Promoter Selling Shareholders

**Subject to finalization of Basis of Allotment*

Notes:

1. *The Offer has been authorized by a resolution of our Board pursuant to its resolution dated June 17, 2025 and the Fresh Offer has been authorized by a special resolution of our Shareholders dated September 10, 2024.*
2. *The Promoter Selling Shareholders have authorised the sale of the Offered Shares by way of their respective consent letters dated June 17, 2025.The Equity Shares being offered by the Promoter Selling Shareholders are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorizations*

received for the Offer for Sale, see "The Offer" and "Other Regulatory and Statutory Disclosures" on page 73 and 448, respectively.

Objects of the Offer

The Net Proceeds are proposed to be used by our Company in accordance with the details set forth below:

Particulars	Estimated amount[1] (₹ in Millions)
Funding Working Capital Requirement of the Company	Up to 650.00
General corporate purposes	[●]
Total[(1)]	**[●]**

Notes:

1. *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds.*

For further details, see "*Objects of the Offer*" on page 105.

Aggregate Pre-Offer shareholding of our Promoters, the Promoter Group (other than our Promoters) and the Promoter Selling Shareholders as a percentage of the Pre-Offer paid-up Equity Share Capital

1. The aggregate pre-Offer shareholding (as on the date of this Red Herring Prospectus) of our Promoters and Promoter Group, as a percentage of the Pre-Offer paid-up Equity Share capital of our Company is set out below:

Name of the Shareholder	Pre-Offer Equity Share Capital	
	Equity Shares of face value ₹ 5/-each	Percentage of pre-Offer paid-up equity share capital (%)
A. Promoters		
Arun Kumar Jain	19,953,582	34.53
Anoop Agrawal	21,525,702	37.25
Riddharth Jain	5,322,264	9.21
Total (A)	**46,801,548**	**80.99**
B. Promoter group		
Alok Agarwal	22,050,60	3.81
Neetu Agrawal	2,826,780	4.89
Arun Jain HUF	148,500	0.26
Jyoti Jain	2,889,456	5.00
Total (B)	**8,069,796**	**13.96**
Grand Total (A+B)	**54,871,344**	**94.95**

2. The aggregate pre-Offer shareholding of the members of the Promoter Selling Shareholders, as a percentage of the pre-Offer paid- up Equity Share capital of our Company is set out below:

Name of the Promoter Selling Shareholders*	Category of Shareholder	No. of Shares Offered in OFS	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital	
			Equity Shares of face value ₹ 5/- each	Percentage of pre-Offer paid-up equity share capital (%)	Number of Equity Shares	Percentage of total Post-Offer paid up Equity Share Capital (%)
Arun Kumar Jain	Promoter	Up to 2,320,000	19,953,582	34.53	[●]	[●]
Anoop Agrawal	Promoter	Up to 2,320,000	21,525,702	37.25	[●]	[●]
Total		**Up to 4,640,000**	**41,479,284**	**71.78**	**[●]**	**[●]**

**Subject to finalization of Basis of Allotment*

For further details, see "*Capital Structure*" on page 90.

Aggregate Pre-Offer and Post-Offer shareholding of our Promoters, the Promoter Group (other than our Promoters) and additional top 10 shareholders as a percentage of the Pre-Offer and Post Offer paid-up Equity Share Capital

Sl. No.	Pre-Offer Shareholding as at the date of Advertisement			Post-Offer Shareholding as at Allotment*			
	Shareholders	No. of Equity Shares*	Shareholding (%)*	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
				Number of Equity Shares	Shareholding (in %)	Number of Equity Shares	Shareholding (in %)
Promoter							
1.	Arun Kumar Jain	[●]	[●]	[●]	[●]	[●]	[●]
	Anoop Agrawal	[●]	[●]	[●]	[●]	[●]	[●]
	Riddharth Jain	[●]	[●]	[●]	[●]	[●]	[●]
Promoter Group							
1.	Alok Agarwal	[●]	[●]	[●]	[●]	[●]	[●]
2.	Jyoti Jain	[●]	[●]	[●]	[●]	[●]	[●]
3.	Neetu Agrawal	[●]	[●]	[●]	[●]	[●]	[●]
4.	Arun Jain HUF	[●]	[●]	[●]	[●]	[●]	[●]
Additional Top 10							
1.	Rachna Agrawal	[●]	[●]	[●]	[●]	[●]	[●]
2.	Ravi Bansal	[●]	[●]	[●]	[●]	[●]	[●]
3.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
4.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
5.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
6.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
7.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
8.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
9.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
10.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	Total	[●]	[●]	**[●]**	**[●]**	**[●]**	**[●]**

Notes:

**Subject to the completion of the Offer and finalization of the Basis of Allotment*

Summary of Restated Consolidated Financial Information:

(in ₹ million except per share data)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Share capital	288.95	96.32	96.32
Net Worth(1)	1,177.22	1,001.85	748.11
Revenue from Operations	4,957.15	5,734.54	4,551.33
Profit / (Loss) after tax	223.98	214.14	138.00
Earnings per share(2)			
- Basic (₹)	3.40	3.28	2.03
- Diluted (₹)	3.40	3.28	2.03
Net asset value per Equity Share (₹)(3)	20.37	17.34	12.95
Total Borrowing(4)	718.15	696.22	633.60

Notes:

(1) *Net worth has been defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

(2) *Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33.*

(3) Net Asset Value per Equity Share means Net worth divided by the number of Equity Shares outstanding at the end of the year.

(4) Total Borrowings = Non – current borrowings + Current Borrowings including current maturities of long-term borrowings.

For further details, see "*Restated Consolidated Financial Information*" on page 253.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications from the Statutory Auditors in the examination report that have not been given effect to in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation and Material Developments

Except as disclosed below, there are no outstanding (i) criminal proceedings involving our Company, Subsidiary, Directors, Group Companies or Promoters ("**Relevant Parties**"); (ii) actions by statutory or regulatory authorities involving the Relevant Parties; (iii) outstanding claims relating to direct and indirect taxes involving the Relevant Parties; and (iv) other pending litigation as determined to be material by our Board pursuant to the Materiality Policy. There are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five Fiscals including any outstanding action.

For the purposes of (iv) above, the terms of the Materiality Policy have been adopted by a resolution of our Board dated June 23, 2025 and based on the materiality policy following are the pending litigations:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges	Material Civil Litigations	Others	Aggregate amount involved^ *(₹ in million)*
Company							
By the Company	Nil	1	Nil	Nil	3	Nil	97.98
Against the Company	Nil	3	Nil	Nil	Nil	2	32.44
Directors (other than our Promoters)							
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	2	Nil	Nil	Nil	Nil	0.17
Promoters							
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	5	Nil	Nil	Nil	Nil	0.08
Subsidiary							
By the Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiary	1	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies							
By the Group Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Group Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil

^ To the extent quantifiable

Except as disclosed under this Red Herring Prospectus, there are no criminal matters initiated by or against the Company, Group Companies, its Subsidiary, Group Companies, Directors and/or Promoters which are at First Information Report ("**FIR**") stage.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 433.

Risk Factors

Specific attention of the investors is invited to "*Risk Factors*" on page 31. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Sr.No	Particulars
1.	We derive significant portion of revenue from operations from our tollway collection business which is primarily undertaken for and awarded by the NHAI. Further, most of our revenue in the EPC Infra business is from public sector customers. The loss of any of our contracts, particularly in our tollway collection business may have a material and adverse effect on our business and financial results.
2.	Our business is relatively concentrated in certain specific parts of India and any adverse development in such parts of India may adversely affect our business, results of operations and financial condition.
3.	The contracts awarded by NHAI are typically for a standard period of one year. Such limited tenures with limited scope of extension or roll-over may limit over revenue collection and have a material effect on our business and results of operations.
4.	Our business is capital driven. If we experience insufficient cash flows to meet required payments on our debt and funding working capital requirements, there may be an adverse effect on the results of our operations.
5.	Our Promoter and certain of our Key Managerial Personnel may have interest in entities, which are engaged in lines of business similar to that of our Company including our Group Companies which have objects similar to that of our Company. Any conflict of interest which may occur between our business and the activities undertaken by such entities could adversely affect our business and prospects.
6.	We have entered and may continue to enter into projects with our related parties such as our Group Companies and Subsidiary, which may involve conflicts of interest.
7.	Working capital involves frequent and ongoing funds movements as per the requirement. The projected working capital represents funds in motion and are relatively difficult to be monitored and may not always be used as projected.
8.	Working capital projections made by our Company are based on our management's assumptions and estimated working capital requirements. A substantial amount of Offer Proceeds out of the Fresh Offer is intended to be used for working capital. We may require alternate funding in Fiscal 2026 post the utilization of Net Proceeds and if our Company is unable to raise sufficient working capital, the operations of our Company will be adversely affected.
9.	Our Company will not receive any proceeds from the Offer for Sale.
10.	The proforma consolidated financial information included in this Red Herring Prospectus has been certified by Independent Chartered Accountant who is not the statutory auditor of our Company and may not accurately reflect our results of operations, financial position and cash flows.

Summary of Contingent Liabilities of our Company

Details of the contingent liabilities (as per Ind AS 37) of our Company as at March 31, 2025 derived from the Restated Consolidated Financial Information are set forth below:

(₹ in million)

Particulars	As at March 31, 2025
Contingent Liabilities	
A. Guarantees	
- Against bank guarantees issued by the bank	761.75
- Corporate guarantee •Related parties	-
- Bank guarantee on behalf of associates •Related parties	1.40
Total (A)	**763.15**
B. Other money for which the Group is contingently liable against pending litigations	
- Entry Tax	1.37
- Value Added Tax	-
- Service Tax	13.32

- Others	15.82
Total (B)	**30.51**
C. Expected expenditure on road maintenance	2.36
Total C	**2.36**
Commitments	**-**

For further details of contingent liabilities (as per Ind AS 37) of our Company as at March 31, 2025, see "*Restated Consolidated Financial Information–Note 42 – Contingent liabilities & Commitments"* on page 344.

Summary of Related Party Transactions

Summary of the related party transactions of our Company for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, as per Ind AS 24 – Related Party Disclosures, derived from Restated Consolidated Financial Information read with SEBI ICDR Regulations are set forth in the table below:

(*In ₹ million)*

Sr No.	Related Party Transaction Summary	Year ended 31st March, 2025	% of revenue from operations	Year ended 31st March, 2024	% of revenue from operations	Year ended 31st March, 2023	% of revenue from operations
1.	**Sales services and other income**						
	M/s. Vinod Kumar Jain	0.63	0.01	10.90	0.19	11.76	0.26
	Sacham Highway Real Estates Pvt. Ltd.	93.64	1.89	30.13	0.53	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	0.18	Negligible	0.37	0.01	-	-
	Total	**94.45**	**1.90**	**41.40**	**0.73**	**11.76**	**0.26**
2.	**Interest Income**						
	Sacham Highway Real Estates Pvt. Ltd.	11.21	0.23	4.94	0.09	-	-
	Indore Highway Real Estates Pvt. Ltd.	-	-	-	-	Negligible	Negligible
	Total	**11.21**	**0.23**	**4.94**	**0.09**	**Negligible**	**Negligible**
3.	**Purchases of materials and components**						
	Gangotri Developers Pvt. Ltd.	1.41	0.03	-	-	5.24	0.12
	M/s. International Service Centre	15.27	0.31	9.81	0.17	27.73	0.61
	M/s. Dharti Highway LLP	0.44	0.01	20.97	0.37	48.28	1.06
	Alok Bulk Carrier	0.01	Negligible	-	-	-	-
	Total	**17.13**	**0.35**	**30.78**	**0.54**	**81.25**	**1.79**
4.	**Key Managerial Remuneration**						
	Shri Anoop Agrawal [Director]	6.00	0.12	4.50	0.08	6.50	0.14
	Shri Arun Kumar Jain [Director]	6.00	0.12	4.50	0.08	6.50	0.14
	Shri Ankit Tandon [CEO]	4.80	0.10	2.70	0.05	4.80	0.11
	Shri Saurabh Mittal [Joint CFO]	0.55	0.01	-	-	-	-
	Ms. Palak Rathore	0.54	0.01	-	-	-	-

	Ms Khushboo Palod	0.11	Negligible	-	-	-	-
	Smt. Shriya Kapoor	1.85	0.04	-	-	-	-
	Total	**19.85**	**0.40**	**11.70**	**0.20**	**17.80**	**0.39**
5.	**Directors' Sitting Fees**						
	Smt. Bhavana Pujara	0.02	Negligible	0.06	Negligible	0.05	Negligible
	Shri Omachyutam Singh Chauhan	-	-	0.06	Negligible	0.05	Negligible
	Smt. Daljeet Kharbanda	-	-	0.01	Negligible	0.05	Negligible
	Shri Omprakash Shrivastava	0.11	Negligible	0.05	Negligible	-	-
	Shri Ujjwal Kumar Ghosh	0.07	Negligible	-	-	-	-
	Ms. Ritika Agrawal	0.08	Negligible	-	-	-	-
	Total	**0.28**	**0.01**	**0.18**	**Negligible**	**0.15**	**Negligible**
6.	**Interest paid**						
	Shri Anoop Agrawal	0.35	0.01	-	-	0.11	Negligible
	Shri Arun Kumar Jain	0.28	0.01	-	-	0.13	Negligible
	Shri Ankit Tandon	-	-	0.29	0.01	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	9.14	0.18	7.90	0.14	2.51	0.06
	Total	**9.77**	**0.20**	**8.19**	**0.14**	**2.75**	**0.06**
7.	**Office Rent and Lease Payments**						
	Shri Anoop Agrawal	0.64	0.01	0.64	0.01	0.64	0.01
	Shri Omprakash Agrawal	1.20	0.02	1.10	0.02	-	-
	Total	**1.84**	**0.04**	**1.74**	**0.03**	**0.64**	**0.01**
8.	**Sub-Contract Expenses**						
	M/s. Vinod Kumar Jain	29.33	0.59	69.80	1.22	54.42	1.20
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	0.18	Negligible	0.28	Negligible	0.55	0.01
	Total	**29.51**	**0.60**	**70.08**	**1.22**	**54.97**	**1.21**
9.	**Unsecured Loans Taken**						
	Shri Anoop Agrawal						
	Opening Balance	-	-	4.10	0.07	-	-
	Taken during the year	29.42	0.59	-	-	23.81	0.52
	Repaid during the year	(29.42)	(0.59)	(4.10)	(0.07)	(19.71)	(0.43)
	Closing Balance	-	-	-	-	4.10	0.09
	Shri Arun Kumar Jain						
	Opening Balance	-	-	0.22	Negligible	0.01	Negligible
	Taken during the year	18.05	0.36	-	-	11.63	0.26
	Repaid during the year	(18.05)	(0.36)	(0.22)	Negligible	(11.42)	(0.25)
	Closing Balance	-	-	-	-	0.22	Negligible

	Ankit Tandon Enterprise and Tollways Pvt Ltd						
	Opening Balance	63.44	1.28	46.72	0.81	1.79	0.04
	Taken during the year	75.55	1.52	43.39	0.76	72.72	1.60
	Repaid during the year	(31.67)	(0.64)	(26.67)	(0.47)	(27.79)	(0.61)
	Closing Balance	107.32	2.16	63.44	1.11	46.72	1.03
	Smt. Shriya Kapoor						
	Opening balance	0.15	Negligible	-	-	-	-
	Taken during the period/year	-	-	0.15	Negligible	-	-
	Repaid during the period/year	(0.15)	Negligible	-	-	-	-
	Closing balance	-	-	0.15	Negligible	-	-
	Shri Ankit Tandon						
	Opening balance	-	-	0.01	Negligible	0.01	Negligible
	Taken during the period/year	-	-	105.24	1.84	1.50	0.03
	Repaid during the period/year	-	-	(105.25)	(1.84)	(1.50)	(0.03)
	Closing balance	-	-	-	-	0.01	Negligible
10	**Loans and Advances given**						
	Shri Anoop Agrawal						
	Opening balance	13.00	0.26	14.51	0.25	-	-
	Given during the year	40.00	0.81	35.00	0.61	15.81	0.35
	Received during the year	(10.00)	(0.20)	(36.51)	(0.64)	(1.30)	(0.03)
	Closing balance	43.00	0.87	13.00	0.23	14.51	0.32
	Shri Arun Kumar Jain						
	Opening balance	4.50	0.09	-	-	-	-
	Given during the year	50.00	1.01	15.00	0.26	-	-
	Received during the year	-	-	(10.50)	(0.18)	-	-
	Closing balance	54.50	1.10	4.50	0.08	-	-
	Shri Ankit Tandon						
	Opening balance	41.82	0.84	-	-	-	-
	Given during the year	20.40	0.41	45.32	0.79	1.50	0.03
	Received during the year	(62.22)	(1.26)	(3.50)	(0.06)	(1.50)	(0.03)
	Closing balance	-	-	41.82	0.73	-	-

For details of the related party transactions in accordance with Ind AS 24, see "*Restated Consolidated Financial Information –Note* 46 *– Related Party Disclosures*" beginning on page 352.

Financing arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives (as defined in Companies Act, 2013) have financed the purchase of any securities of our Company by any other person other than in the normal course of the business of the financing entity during a period of six months immediately preceding the date of this Red Herring Prospectus.

Weighted average acquisition price at which the Equity Shares were acquired by our Promoters and Promoter Selling Shareholders in the last one year preceding the date of this Red Herring Prospectus

The weighted average price at which our Promoters and the Promoter Selling Shareholders acquired the Equity Shares in the last one year preceding the date of this Red Herring Prospectus are as follows:

Sl. No	Name of the Shareholder	Category	Date of acquisition	No. of Equity Share acquired*	Weighted Average Acquisition price per Share (₹)**#
1.	Arun Kumar Jain	Promoter/ Promoter Selling Shareholder	August 20, 2024	13,302,388	Nil
2.	Anoop Agrawal	Promoter/ Promoter Selling Shareholder	August 20, 2024	14,350,468	Nil
3.	Riddharth Jain	Promoter	August 02, 2024	1,774,088	Nil
			August 20, 2024	3,548,176	

** Adjusted for sub-division*
***As certified by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant, by way of their certificate dated July 23, 2025.*
#Our Promoters and Promoter Selling Shareholders, in the one year preceding the date of this Red Herring Prospectus have acquired Equity Shares through gift and bonus issuance. In case bonus issuance, there is nil cost of acquisition.

Weighted average cost of acquisition of all Equity Shares transacted in the 18 months, one year and three years, preceding the date of this Red Herring Prospectus by the Promoters, members of the Promoter Group and Promoter Selling Shareholders:

Period	Weighted average cost of acquisition per Equity Share (in ₹)^	Cap Price is 'x' times the weighted average cost of acquisition*^	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)^#
Last 18 months preceding the date of this Red Herring Prospectus	0.46	[●]	0-125
Last one year preceding the date of this Red Herring Prospectus	Nil	[●]	Nil
Last three years preceding the date of this Red Herring Prospectus	0.46	[●]	0-125

#Adjusted for sub-division and bonus issue of equity shares of our Company undertaken after Fiscal 2024
^ As certified by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant, by way of their certificate dated July 23, 2025
** To be updated in the Prospectus, following finalisation of the Cap Price.*

Average cost of acquisition of Equity Shares of our Promoters and the Promoter Selling Shareholders

The average cost of acquisition per Equity Shares held by our Promoters and the Promoter Selling Shareholders, as at the date of this Red Herring Prospectus, is set forth below:

Name of the Shareholder	Category	Number of Equity Shares of face value ₹ 5/- each held	Average cost of acquisition per Equity Share (in ₹)*
Arun Kumar Jain	Promoter/ Promoter Selling Shareholder	19,953,582	0.51^
Anoop Agrawal	Promoter/ Promoter Selling Shareholder	21,525,702	0.74^
Riddharth Jain	Promoter	5,322,264	Nil

**As certified R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant, by way of their certificate dated July 23, 2025.*
^Rounded off

For further details of the acquisition of Equity Shares of our Promoters, see "*Capital Structure –Shareholding of our Promoters and Promoter Group*" at page 98.

Details of Pre-IPO Placement

Our Company is not contemplating any pre-IPO placement.

Issue of Equity Shares for consideration other than cash in the last one year

Other than as disclosed in "*Capital Structure*" on page 90, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

Split or Consolidation of Equity Shares in the last one year

Pursuant to a resolution of our Board dated July 25, 2024 and Shareholders' resolution dated August 02, 2024, each Equity Share of our Company of face value ₹ 10 /- each, fully paid-up, was sub-divided into two Equity Shares of face value ₹ 5/- each and accordingly, the issued and paid-up equity share capital of 9,631,534 Equity Shares of face value ₹ 10/- each were sub-divided into 19,263,068 Equity Shares of face value ₹ 5/- each. For further details, see "*Capital Structure"* on page 90.

Exemption from complying with any provisions of securities laws

Our Company has not made any application to SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from complying with any provisions of securities laws as on the date of this Red Herring Prospectus.

CERTAIN CONVENTIONS, CURRENCY OF PRESENTATION, USE OF FINANCIAL INFORMATION AND MARKET DATA

Certain Conventions

All references to "India" contained in this Red Herring Prospectus are to the Republic of India and its territories and possession and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Red Herring Prospectus is in Indian Standard Time ("IST"). Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a calendar year.

Page Numbers

Unless stated otherwise, all references to page numbers in this Red Herring Prospectus are to the page numbers of this Red Herring Prospectus.

Financial Data

The Financial Year of our Company, Subsidiary and the Association of Persons commences on April 1 of each year and ends on March 31 the next year; accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12-month period ended March 31 of that particular year.

Unless stated otherwise or the context requires otherwise, the financial information and financial ratios and any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 31, 180 and 395, respectively, and elsewhere in this Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. The Restated Consolidated Financial Information of our Company, together with its Subsidiary and an Association of Persons, comprising Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, read together with Summary Statement of Significant Accounting Policies and other explanatory information.

The degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and SEBI ICDR Regulations. Any reliance by persons not familiar with the aforementioned policies and laws on the financial disclosures presented in this Red Herring Prospectus should be limited. There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide a reconciliation of its financial statements with Indian GAAP, U.S. GAAP or IFRS requirements. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. For further details in connection with risks involving differences between Ind AS and other accounting principles, see "*Risk Factor– Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows*" on page 70.

Unless the context otherwise requires or indicates, any percentage amounts (excluding certain operational metrics), as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 180 and 395 respectively, and elsewhere in this Red Herring Prospectus have been derived from the Restated Consolidated Financial Information.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as otherwise stated, all figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Non-GAAP Measures

Certain non-GAAP measures including Revenue from Operation, EBITDA, EBITDA Margin, Return on Capital Employed, Return on Equity, PAT, PAT Margin, Debt to Equity ratio, Revenue CAGR, EBITDA CAGR, etc. ("**Non-GAAP Measures**") presented in this Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year / period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term and, therefore, a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management is of the view that they are useful to an investor in evaluating us because these are widely used measures to evaluate a company's operating performance.

For the risks relating to Non- GAAP Measures, see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows"* on page 70.

Currency and Units of Presentation

All references to "Rupees" or "INR" or "Rs." or "₹" are to the Indian Rupee, the official currency of India.

Except otherwise specified, our Company has presented certain numerical information in this Red Herring Prospectus in "million" units. One million represents '10 lakhs' or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Time and Year

All references to time in this Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a calendar year.

Exchange Rates

This Red Herring Prospectus does not contain conversions of other currency amounts into Indian Rupees.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Red Herring Prospectus has been obtained or derived from the report titled "Research Report on Road Toll, Infrastructure EPC & Real Estate Industry in India" dated July 07, 2025 prepared by CARE Analytics and Advisory Private Limited (the "**CareEdge Report**"). The CareEdge Report has been commissioned by our Company exclusively for the purposes of the Offer for an agreed fee for the purposes of confirming our understanding of the industry in connection with the Offer. Further, it is clarified that CareEdge Research is not related to our Company, Promoter Selling Shareholders, our Promoters or our Directors. For further details in relation to risks in relation to the CareEdge Report, see "*Risk Factors – Certain sections of this Red Herring Prospectus disclose information from an industry report commissioned by us from CareEdge Research, which is an independent third-party entity and is not related to the Company, its Promoters or Directors, in any manner whatsoever. Any reliance on such information for making an investment decision in the Offer is subject to inherent risks*." on page 65. The Company commissioned

CareEdge Report is also available on the website of our Company at www.highwayinfrastructure.in/investor-information.

The excerpts of the CareEdge Report are disclosed in the offer documents. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, no investment decisions should be made based on such information.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on page 31. Accordingly, investors should not place undue reliance on or investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. In addition, certain data in relation to our Company used in this Red Herring Prospectus has been obtained or derived from the CareEdge Report which may differ in certain respects from our Restated Consolidated Financial Statements as a result of, inter alia, the methodologies used in compiling such data. Accordingly, no investment decision should be made based on such information.

In accordance with the SEBI ICDR Regulations, the section titled "*Basis of the Offer Price*" on page 122, includes information relating to our peer group companies. Such information has been derived from publicly available sources. No investment decision should be made solely on the basis of such information.

Disclaimer of CARE

This report is prepared by CARE Analytics and Advisory Private Limited (CareEdge Research). CareEdge Research has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in CareEdge Research's proprietary database, and other sources considered by CareEdge Research as accurate and reliable including the information in public domain, considered by CareEdge Research as reliable after exercise of reasonable care and diligence. The views and opinions expressed herein do not constitute the opinion of CareEdge Research to buy or invest in this industry, sector or companies operating in this sector or industry and is also not a recommendation to enter into any transaction in this industry or sector in any manner whatsoever.

This report has to be seen in its entirety; the selective review of portions of the report may lead to inaccurate assessments. All forecasts in this report are based on assumptions considered to be reasonable by CareEdge Research at the time of issuance of this report; however, the actual outcome may be materially affected by changes in the industry and economic circumstances, which could be different from the projections.

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FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain statements which are not statements of historical facts and may be described as "forward-looking statements". These forward-looking statements include statements which can generally be identified by words or phrases such as **"aim", "anticipate", "are likely", "believe", "goal", "continue", "can", "shall", "should", "could", "expect", "estimate", "intend", "may", "likely" "objective", "plan", "project", "propose", "seek to", "will", "will continue", "will likely", "will pursue"** or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, volatility in interest rates, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations, taxes, changes in competition in our industry and incidents of any natural calamities and/or acts of violence. Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

1. We derive a significant portion of our revenues from a limited number of clients. The loss of any significant clients may have an adverse effect on our business, financial condition, results of operations, and prospect;

2. We are required to furnish financial and arrange bank guarantees and letter of credits as part of our business. Our inability to arrange such guarantees and/or letters of credit may adversely affect our cash flows and financial condition.

3. Timely completion of our projects is interdependent on the availability and performance of subcontractors.

4. Our revenue is generated from projects undertaken with government entities or agencies, contracts of which usually contain terms that favour the clients. Such project / contracts are awarded on the basis of certain pre-qualification criteria and competitive selection process and are usually in a standard form, restricting our ability to negotiate the terms and conditions. Any change in the government policies or focus and/or our inability to recover payments in a timely manner, would adversely affect our business and result of operations.

5. Our projects are exposed to various implementation and other risks, including risks of time and cost overruns, and uncertainties, which may adversely affect our business, financial condition, results of operations, and prospects.

6. Inability to comply with and changes in, safety, health, environmental and labour laws and other applicable regulations.

7. Due to the nature of our contracts, we may be subjected to claim and counter-claims including to and from the concessioning authorities among others.

Certain information in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 133, 180 and 395, respectively, of this Red Herring Prospectus have been obtained from the CareEdge Report prepared by Care Analytics and Advisory Private Limited available on the website of our Company at https://www.highwayinfrastructure.in/investor-information.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "*Risk* Factors", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 180, and 395, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although, the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Neither our Company, our Directors, our KMP's, our Promoters, the Promoter Selling Shareholders, the BRLM, the Syndicate Members nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements under the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. The Promoter Selling Shareholders shall ensure (through our Company and the BRLM) that the investors are informed of material developments in relation to statements specifically made or confirmed or undertaken by the Promoter Selling Shareholders in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Selling Shareholders, as the case may be, in this Red Herring Prospectus shall be deemed to be statements and undertakings made by the Promoter Selling Shareholders.

SECTION II – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, you must rely on your own examination of our Company and the terms of the Offer, including the risks involved, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

Unless the context otherwise requires, in this section, references to any financial information are derived from the Restated Consolidated Financial Information.

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties are not the only risks we face. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. To obtain a more detailed understanding of our business and operations, please read this section in conjunction with the sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 180 and 395, respectively, as well as other information contained in this Red Herring Prospectus.

Unless otherwise indicated, industry and market data used in this section has been derived from a report titled 'Research Report on Road Toll, Infrastructure EPC & Real Estate Industry in India' dated July 07, 2025, by Care Analytics and Advisory Private Limited ("CareEdge Report") which is exclusively prepared for the purpose of the Offer and commissioned for an agreed fee and paid for by our Company, available on the website of our Company at www.highwayinfrastructure.in/investor-information. For further details and risks in relation to the CareEdge Report, see "Risk Factors – Certain sections of this Red Herring Prospectus disclose information from an industry report commissioned by us from CareEdge Research, which is an independent third-party entity and is not related to the Company, its Promoters or Directors, in any manner whatsoever. Any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 65. The data included herein includes excerpts from the CareEdge Report and may have been re-ordered by us for the purposes of presentation. Further, the CareEdge Report was prepared on the basis of information as of specific dates and opinions in the CareEdge Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. Unless otherwise indicated, financial, operational, industry and other related information derived from the CareEdge Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the CareEdge Report will be available on the website of our Company from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate. We have, in this Red Herring Prospectus, also included various operational and financial performance indicators, some of which may not be derived from our Restated Consolidated Financial Information. The manner in which, such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions.

This Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 29 of this RHP. Unless otherwise indicated, all financial information included herein are based on our Restated Consolidated Financial Information included elsewhere in this Red Herring Prospectus.

Internal Risks Related to Our Business

1. We derive significant portion of revenue from operations from our tollway collection business which is primarily undertaken for and awarded by the NHAI. Further, most of our revenue in the EPC Infra business is from public sector customers. The loss of any of our contracts, particularly in our tollway collection business may have a material and adverse effect on our business and financial results.

We derive our revenue from operations from our tollway collection, EPC Infra, and real estate business. Our Company's revenue from operations for Fiscal 2025, Fiscal 2024 and Fiscal 2023 are detailed as below:

(in ₹ millions except percentages and ratios)

Our operations	Fiscal 2025	Percentage (%)	Fiscal 2024	Percentage (%)	Fiscal 2023	Percentage (%)
Tollway Collection	3,824.07	77.14	4,783.47	83.42	3,564.78	78.32
EPC Infra	1,054.89	21.28	921.94	16.08	942.51	20.71
Real Estate	78.19	1.58	29.13	0.50	44.04	0.97
Total	**4,957.15**	**100.00**	**5,734.54**	**100.00**	**4,551.33**	**100.00**

We currently derive majority of our revenues from tollway collection business which are primarily awarded by NHAI. There are several factors outside of our control that may result in a NHAI's decision to discontinue awarding projects to us or prematurely terminate existing projects, including changes in strategic priorities, a demand for price reductions, market dynamics and financial pressures. If NHAI does not award additional projects to us or if we fail to expand the size of our business with them, or expand to additional customers, our business, profits and results of operations could be adversely affected.

Any forfeiture or premature termination of our tollway collection projects awarded by NHAI may adversely affect our financing, capital expenditure, revenues, development, or operations relating to our existing projects as well as our ability to participate in competitive bidding or negotiations for our future projects. While no such events have occurred in the last three Fiscals, there can be no assurance that these events may not occur in the future which could have an impact on our business prospects and financial performance.

Our EPC Infra business is substantially of projects which are awarded or funded by the Central or State Governments or local authorities. For Fiscal 2025, Fiscal 2024 and Fiscal 2023, we derived ₹715.76 million, ₹685.80 million and ₹593.87 million, respectively corresponding to 67.85%, 74.39% and 63.03% respectively, of our revenues for the EPC Infra business from the projects awarded to us by various Central or State Governments or local authorities. Our business is thus subject to risks relating to or arising from the Government or State Governments, including but not limited to:

a. Delay in payment and/or non- payment by Government or State Governments.
b. Change of priority, policies, focus area and initiatives at Central Government, State Government and other local authority, corporations.
c. Any downward changes in budgetary allocations in the infrastructure sector.
d. Termination of a contract by a government client; pursuant to the terms of some of our contracts.

2. Our business is relatively concentrated in certain specific parts of India and any adverse development in such parts of India may adversely affect our business, results of operations and financial condition.

As of May 31, 2025, our ongoing projects are spread across the state of Madhya Pradesh, Maharashtra, Uttar Pradesh and Haryana. Our completed projects are in Madhya Pradesh, Gujarat, Uttar Pradesh, Maharashtra, Punjab, Andhra Pradesh, Chhattisgarh, Rajasthan, Telangana, Delhi and Odisha. Below is a tabular representation of our state-wise revenue from operations for the Fiscal 2025, Fiscal 2024 and Fiscal 2023:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
Andhra Pradesh	6.74	0.14	-	-	-	-
Chhattisgarh	-	-	-	-	32.80	0.72
Gujarat	753.88	15.21	573.14	9.99	985.32	21.65

Haryana	540.19	10.90	-	-	417.35	9.17
Maharashtra	712.34	14.37	0.47	0.01	1,073.56	23.59
Madhya Pradesh	1,655.37	33.39	2,132.64	37.19	1,002.80	22.03
Punjab	166.67	3.36	447.25	7.80	-	-
Rajasthan	-	-	-	-	558.66	12.27
Telangana	-	-	312.40	5.45	480.84	10.56
Uttar Pradesh	1,121.95	22.63	2,268.65	39.56	-	-
Total	**4,957.15**	**100.00**	**5,734.54**	**100.00**	**4,551.33**	**100.00**

This concentration of business in ongoing projects subjects us to various risks in these states, including but not limited to:

a. Any regional slowdown in construction activities or reduction in infrastructure projects in these areas may adversely affect our business, results of operations and financial condition.

Our business activities are largely concentrated across the state of Madhya Pradesh, Maharashtra, Gujarat, Haryana and Uttar Pradesh and our completed projects are in Andhra Pradesh, Madhya Pradesh, Gujarat, Uttar Pradesh, Maharashtra, Chhattisgarh, Rajasthan, Haryana, Telangana, Odisha, Delhi and Punjab. Any change or regional slowdown in construction activities or reduction in infrastructure projects in these areas for any reasons may reduce the amount of projects that we develop and operate and any such reduction in projects may adversely affect our business, results of operations and financial condition.

b. Any change in laws, policies and regulations of the political and economic environment in these areas may adversely affect our business, results of operations and financial condition.

The jurisdictions in which we operate are subject to changes in laws, policies and regulations which may require or impose onerous requirements and conditions on our operations including but not limited to fresh application for governmental licenses or permits, uncertainties in projects and completion timelines, thereby having a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. Any vulnerability to change in laws, policies and regulations of the political and economic environment in these areas may adversely affect our business, results of operations and financial condition.

c. Any perception by our potential customers that we are a regional company may hamper us from competing for larger projects at the national level and may adversely affect our business, results of operations and financial condition.

Our business activities are largely concentrated across the state of Madhya Pradesh, Maharashtra, Gujarat, Haryana and Uttar Pradesh and our completed projects are in Madhya Pradesh, Andhra Pradesh, Gujarat, Rajasthan, Telangana, Haryana, Chhattisgarh, Uttar Pradesh, Maharashtra, Odisha, Delhi and Punjab, we may face perception as a regional player with limited resources to compete for and be awarded contracts on a pan-India basis. This may restrict our competitive ability and brand strength. In the event any one or more customers cease to continue doing business with us, our results of operations and financial performance may be adversely affected. The loss of such customers may be caused mainly because of competition, pricing, quality of service, regulatory changes or reasons beyond our control. Any perception by our potential customers that we are a regional company may hamper us from competing for larger projects at the national level and may adversely affect our business, results of operations and financial condition.

d. Any limitation on our ability to implement the strategy to cluster projects in the states where we intend to conduct business may adversely affect our business, results of operations and financial condition.

Our Company's ability to set up cluster projects in the jurisdictions within which we operate are affected by several geographic, economic and political uncertainties such as regulatory restrictions, infrastructure constraints, project costing and economic downturns and reasons that are beyond our reasonable control, that may restrict our ability to plan cluster projects over long-term and affect the results of our operations. Any limitation on our ability to implement the strategy to cluster projects in the states where we intend to conduct business may adversely affect our business, results of operations and financial condition.

As a part of our growth strategy, we intend to spread our presence and foothold to newer geographies by penetrating the various regions of our country. However, we cannot assure that our decision to expand our presence to newer geographies will be met with the same response and we cannot assure that we will be able to replicate a business plan for the same. While we strive to geographically diversify our project portfolio and reduce our concentration risk, we cannot assure you that adverse developments associated with the region will not impact on our business. If we are unable to mitigate the concentration risk, we may not be able to develop our business as planned and our business, financial condition and results of operation could be adversely affected.

3. The contracts awarded by NHAI are typically for a standard period of one year. Such limited tenures with limited scope of extension or roll-over may limit over revenue collection and have a material effect on our business and results of operations.

The contracts which are awarded on a tender basis by NHAI are typically for a fixed tenure of one year or until a new agency is appointed based on the ability to match the tender quotation on a H1 bidding basis. The tenure of our contracts and the competitive nature of the industry exposes us to the risk of uncertainty of continued revenue in the absence of multi-year contracts in the industry.

Further, there can be no assurance that the projects for which we bid will be tendered within a reasonable time, or at par with cost analysis and in consideration of competitor evaluation. In the event that new projects which have been announced and which we plan to bid for are not put up for tender within the announced timeframe, or the qualification criteria are modified such that we are unable to qualify, our business, prospects, financial condition, cash flows and results of operations could be materially and adversely affected, as we may not be effectively compete with our competitors in the future by offering a winning price quotation, and the failure to compete effectively may have an adverse effect on our business, financial condition and results of operations.

Another factor which may impact the growth of our business is that our clients may terminate their agreements for reasons set forth in these agreements and for any breach of the terms of the agreement, quality of service or in delay of delivery. In one such instance, NHAI, vide its letter dated January 24, 2023 addressed to the Company, had terminated our e-tender acceptance for Pratappur Fee Plaza in Mirzapur District at km 27.275 for the use of four and more lane section of Varanasi-Hanumana section from design km 15.100 to km 140.220 of NH 7 in the state of Uttar Pradesh due to our Company not accepting the Letter of Award granted and withdrawing the financial bid. Consequently, our bid security was forfeited as per the terms of the RFQ and RFP and further we were debarred from the list of pre-qualified bidders for 3 months as per the terms of the RFQ. If the client terminates any of our agreements, pursuant to applicable law or if our breach of the terms of the agreement is material, we may not be fully compensated for such early termination and the same may have an adverse effect on our business, results of operation and profitability.

This uncertainty as to the tenure of our contracts, dependent on handover to a new agency being appointed may require us to extend the service for few months without sufficient prior intimation. Such sudden extension may strain our resources and compromise our expansion strategies and other toll operations due to such unexpected and uncertain continuation of tolls restraining our ability to re-deploy our personnel and also affect our efficiency in business planning and operations.

For further details about ongoing tollway collection contracts are available under heading '*List of our Company's ongoing tollway collection projects as on May 31, 2025'* on page no. 185 of this RHP.

4. Our business is capital driven. If we experience insufficient cash flows to meet required payments on our debt and funding working capital requirements, there may be an adverse effect on the results of our operations.

Our business requires working capital, which is based on certain assumptions, and accordingly, any change of such assumptions would result in changes to our working capital requirements. The break-up of our historical working capital is as under:

(₹ in million)

Particulars		Fiscal 2025	Fiscal 2024	Fiscal 2023
(i)	**Current assets**			
	(a) Inventories	866.02	697.84	604.64
	(b) Financial Assets			
	i) Trade receivables	398.29	272.35	229.55
	ii) Cash and cash equivalents	92.55	168.48	38.00
	iii) Bank balances other than cash	56.15	64.35	50.80

	and cash equivalents			
	iv) Other financial assets	316.11	323.35	115.19
	(c) Current Tax Assets (net)	24.71	18.42	26.66
	(d) Other current assets	156.68	38.38	58.17
	Total Current assets (A)	**1,910.51**	**1,583.17**	**1,123.01**
(ii)	**Current liabilities**			
	(a) Financial liabilities			
	i) Borrowings	587.48	611.87	436.40
	ii) Lease liabilities	1.65	1.47	0.42
	iii) Trade payables			
	- total outstanding dues of micro enterprises and small enterprises	64.04	5.68	6.12
	- total outstanding dues of creditors other than micro enterprises and small enterprises	90.22	136.58	67.05
	iv) Other financial liabilities	204.57	152.50	85.04
	(b) Other current liabilities	38.74	9.46	12.29
	(c) Provisions	15.97	16.00	6.71
	Total current liabilities (B)	**1,002.67**	**933.56**	**614.03**
	Total Working Capital (A-B)	**907.84**	**649.61**	**508.98**

Working capital is required to finance the security deposits and bank guarantees given to customers, purchase of materials, mobilization of resources and other work on projects before payment is received from clients. Further, since the contracts we bid typically involve a selection process which is affected by several factors, it is generally difficult to predict whether or when a particular contract we have bid for will be awarded to us and the time period within which we will be required to mobilize our resources for the execution of such contract. As a result, we may need to incur additional indebtedness in the future to satisfy our working capital requirements. Our working capital requirements may increase if we undertake larger or additional projects or if payment terms do not include advance payments or such contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden. We also need to pay a fixed agreed amount as per the H1 bid for our toll way collection business on a weekly basis irrespective of the toll amount earned by us. In case, the collection for a week is less than what needs to be paid, we should have enough working capital to ensure that we bridge the gap and avoid any breach of the terms of the arrangement.

Our capital expenditure and working capital requirements as maybe required for our business and growth strategy thus require continued access to significant amounts of capital on acceptable terms. We cannot assure you that market conditions and other factors will permit future project and acquisition financings, debt or equity, on terms acceptable to us or at all. Our ability to arrange financing and the costs of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from financial institutions, the amount and terms of our existing indebtedness, investor confidence, the continued success of current projects and laws that are conducive to our raising capital in this manner. The total consolidated outstanding fund-based borrowings for Fiscal 2025, Fiscal 2024 and Fiscal 2023 was ₹ 718.15 million, ₹ 696.22 million and ₹ 633.60 million, respectively & the total consolidated outstanding non-fund-based borrowings for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 was ₹ 763.15 million, ₹ 712.24 million and ₹ 538.62 million, respectively. For further details, please see "*Restated Consolidated Financial Information*" on page 253.

Our attempts to consummate future financings may not be successful or be on terms favourable to us or at all. In addition, our ability to raise funds, either through equity or debt, is limited by certain restrictions imposed under Indian law. Further, if the demand for, or supply of, infrastructure financing at attractive rates or terms were to diminish or cease to exist, our business, prospects, financial condition and results of operation could be adversely affected.

5. Our Promoters and certain of our Key Managerial Personnel may have interest in entities, which are engaged in lines of business similar to that of our Company including our Group Companies which have objects similar to that of our Company. Any conflict of interest which may occur between our business and the activities undertaken by such entities could adversely affect our business and prospects.

As on the date of this Red Herring Prospectus, our Promoters cum Directors Arun Kumar Jain, Anoop Agrawal, Riddharth Jain and our CEO Ankit Tandon have interests in entities, which are engaged in lines of business that may be similar to that of our Company. Our Group Companies have objects similar to that of our Company. Considering the similar line of business, that our Promoters, Key Managerial Personnel and our group companies are interested in or likely to engage in, there is no assurance that our Promoters and Key Managerial Personnel will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future. If any such event happens, it may have adverse effect on the results of our operations and financial condition. Below is a table detailing the names of entities where the Promoters and Key Managerial Personnel have common interest or are engaged in the similar line of business:

Name of the Promoter/ KMP	Name of the Entity	Nature of Interest
Arun Kumar Jain (Promoter)	Highway & Tandon Tollways Private Limited	Director
	Sacham Highway Real Estate Private Limited	Shareholder and Director
	Indore Highway Real Estates Private Limited	Shareholder
Anoop Agrawal (Promoter)	Highway & Tandon Tollways Private Limited	Director
	Indore Highway Real Estates Private Limited	Shareholder and Director
	Sacham Highway Real Estate Private Limited	Shareholder and Director
Riddharth Jain (Promoter)	Indore Highway Real Estates Private Limited	Director
	Techno Star Infrareal LLP	Designated Partner
Ankit Tandon (KMP)	Ankit Tandon Enterprises and Tollways Private Limited	Shareholder and Director
	Highway and Tandon Tollways Private Limited	Director

There are no liabilities (including guarantees) of Promoters in such entities.

For details, see "*Our Promoter and Promoter Group*" and "*Our Group Companies*" on page 246 and 448 of this RHP.

6. We have entered and may continue to enter into projects with our related parties such as our Group Companies and Subsidiary, which may involve conflicts of interest.

We have in the course of our business entered into, and may continue to enter into, several transactions with our related parties. The details of our related party pertaining to our EPC Infra and real estate business for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 is as provided below:

On-Going Projects											
Name of the Contractee (Relation with Company)	**Name, Location and Nature of Work**	**Contract Start date**	**Completion date**	**Billing Start Date**	**Contract value***	**Amount Billed**				**Total outstanding Amount from contract value as at May 31, 2025 (₹ in millions)****	**Tenure of the contract (in days)**
						April 01, 2025 to May 31,2025	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**		
Sacham Highway Real Estates Private Limited (Group Company)	Construction of house at Beverly Hills at Khasra No 29/1,29/2,29/3,30 & 31/2/2 at Tillore Khurd Village, Indore, Madhya Pradesh	01-11-2022	31-03-2026	30-07-2024#	636.05	20.13	93.64	-	-	522.28	1,246
Highway Tandon & Tollways Private Limited (Subsidiary)	Construction of Residential colony for Californea - NX on Land Survey No 301/1/2/1,301/1/2/2, 301/2, 301/3 ,302/1/1 & 302/1/2 at Hingonia Village, Indore, Madhya Pradesh	24-05-2024	31-12-2026	31-07-2024	108.05	21.02	46.97	-	-	40.06	951
Sacham Highway Real Estates Private Limited (Group Company)	Development of residential colony at village Hingonia, Indore, Madhya Pradesh	01-06-2020	31-03-2026	31-03-2021	222.50	-	-	-	-	50.07	2,129
Sacham Highway Real Estates Private Limited (Group Company)	Construction of boundary wall and retaining wall work of residential colony-Beverly Hills at Khasra No 29/1,29/2,29/3,30,31/2/2, Indore, Madhya Pradesh	01-01-2022	31-03-2026	Billing yet to start	44.50	-	-	-	-	44.50	1,550
Sacham Highway Real Estates Private Limited (Group Company)	Colony development work land situated at Gram Hingonia Tehsil and District Indore, Khasra No. 291/1/1/2 & other	01-03-2025	31-03-2026	Billing not started	280.00	-	-	-	-	280.00	395.00
Total					**1,291.1**	**41.15**	**140.61**	**-**	**-**	**936.91**	

**The amount includes additions and adjustments in the contract value post bidding due to change in scope which is as agreed with the client.*

***Total outstanding amount of the contract has been derived by deducting value of work done since beginning of the contract and billed during the period ended May 31, 2025 and the last three (3) Fiscals.*

 # After contract execution, few approvals were revised by the local authority under an overall town master plan and consequently, meanwhile our project execution was deferred.

Completed Projects												
Name of the Contractee (Relation with Company)	**Name, Location and Nature of Work**	**Contract Start date**	**Completion date**	**Billing Start Date**	**Contract value**	**Amount Billed**				**Total outstanding Amount from contract value as at May 31, 2025 (₹ in millions)**	**Tenure of the contract (in days)**
						April 01, 2025 to May 31,2025	**Fiscal 2025**	**Fiscal 2024***	**Fiscal 2023**		
Sacham Highway Real Estates Private Limited (Group Company)	Construction of houses/ cottages at Californea Citi Plot No. P-121 to Plot No. P-128 totalling 8 units at Kanadia Road, Indore, Madhya Pradesh	01-01-2023	15-03-2025	31-05-2023	49.74	-	-	29.91	-	-	211

**The amount includes additions and adjustments in the contract value post bidding due to change in scope as agreed with the client.*

For further details in relation to our related party transactions for Fiscal 2025, Fiscal 2024 and Fiscal 2023, see chapters titled "*Offer Document Summary – Summary of Related Party Transactions" and "Related Party Transactions*" on pages 21 and 392 respectively. While all such related party transactions for Fiscal 2025, Fiscal 2024 and Fiscal 2023, have been conducted on an arm's length basis and are in compliance with applicable law, including the Companies Act, 2013, we cannot assure you that we could not have obtained more favourable terms had such transactions been entered into with unrelated parties.

7. Working capital involves frequent and ongoing funds movements as per the requirement. The projected working capital represents funds in motion and are relatively difficult to be monitored and may not always be used as projected.

Projected working capital represents funds in motion as per the business requirement of the Company, which are inherently dynamic and subject to continuous fluctuations. This fluidity arises from various operational activities, including sales, purchases, and inventory management, making it relatively difficult to monitor and control accurately. It represents regular inflow and outflow of funds and at times, it's difficult to do one to one matching between current assets and current liabilities. The dynamic nature of working capital can lead to discrepancies between projected and actual cash flows, primarily due to timing differences in receivables and payables, unexpected changes in market conditions, and variations in operational efficiency. Moreover, the complexity of tracking numerous transactions across different departments and time periods increases the chance of variations. Inadequate monitoring can affect the financial mismanagement, impacting the overall financial health and stability of the Company. Considering the same, working capital projections may not be accurate and may be difficult to always monitor for the actual purpose. The requirement projections of working capital may be an indicative; however, the actual results or the usage may be different than projected.

8. Working capital projections made by our Company are based on our management's assumptions and estimated working capital requirements. A substantial amount of Offer Proceeds out of the Fresh Offer is intended to be used for working capital. We may require alternate funding in Fiscal 2026 post the utilization of Net Proceeds and if our Company is unable to raise sufficient working capital, the operations of our Company will be adversely affected.

Our Company intends to utilize ₹650.00 million from the Net Proceeds towards working capital in 2026 which is a substantial portion of our Offer Proceeds. We may require alternate funding in Fiscal 2026 post the utilization of Net Proceeds and if our Company is unable to raise sufficient working capital, the operations of our Company will be adversely affected. For details, please see the section titled "*Objects of the Offer*" on page 105.

Our Company is required to utilize a significant amount of working capital towards furnishing bank guarantees, security deposits, earnest money deposits in the ordinary course of business in relation to the fulfilment of provisions of certain of our contracts, as and when required, purchase of materials, mobilization of funds to secure bids, and other purposes. Further, our working capital requirement may increase if we undertake larger or additional projects or experience change in payment terms in various stages of our projects.

Management of our working capital requirements involves the timely payment of or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, or renegotiation of our payment terms for our trade payables, collection of trade receivables, and preparing and following accurate and feasible budgets for our business operations, which are based on our management's assumptions and estimated working capital requirements.

If we are unable to manage our working capital requirements, our business, results of operations, and financial condition could be adversely affected. For further details on the working capital facilities currently availed of by us, please see the section titled "*Financial Indebtedness*" on page 428.

9. Our Company will not receive any proceeds from the Offer for Sale.

The Offer comprises of the Fresh Offer of [●] Equity Shares of face value ₹ 5/- each, aggregating up to ₹ 975.20 million to be issued by our Company and the Offer for Sale of up to 4,640,000 Equity Shares of face value ₹ 5/- each, aggregating up to ₹ [●] million by the Promoter Selling Shareholders. The entire proceeds of the Offer for Sale will be transferred to the Promoter Selling Shareholders and will not result in any creation of value for us or in respect of your investment in our Company. For further details, see *"Objects of the Offer"* on page 105.

10. The proforma consolidated financial information included in this Red Herring Prospectus has been certified by Independent Chartered Accountant who is not the statutory auditor of our Company and may not accurately reflect our results of operations, financial position and cash flows

This Red Herring Prospectus contains the proforma consolidated financial information of our Company certified by the Independent Chartered Accountant who is not the statutory auditor of our Company for the Fiscal 2025, solely to illustrate the impact of the dissolution of the AOP as if such dissolution had been made at an earlier date selected for purposes of such illustration. Such proforma consolidated financial information may not be suitable for any other purposes. The proforma consolidated financial information may not be indicative of our actual historical or expected financial condition and results of operations.

11. Pursuant to the terms of our EPC Infra projects, government entities are required to acquire or license or secure rights of way over, tracts of land or to hand over unencumbered land, free of encroachments to us. Delays in any of the foregoing or inability to obtain good title to any plot of land, may result in delay of project implementation prescribed by the relevant contract and cause consequent delays in commencement of construction or termination of the contract and may result in our business planning, strategies, growth, financial condition and results of operations getting affected.

While we conduct due diligence and assess such land prior to acquisition of any land or interest in any land, obtaining title guarantees in India is challenging as title records provide only for presumptive rather than guaranteed title of the land. Such land may involve irregularities in title, such as improperly executed or non-executed, unregistered or insufficiently stamped conveyance instruments in the chain of title of the relevant land, unregistered encumbrances in favour of third parties, rights of adverse possessors, ownership claims of family members of prior owners, and other defects which may not be revealed through our diligence and assessment. Further, the original title to such land may be fragmented and the land may have multiple owners and such information may not be publicly available or revealed through our diligence and assessment. As each transfer in a chain of title may be subject to any such or other defects, our title and/ or development right over such land may be subject to such irregularities that we are not aware of, and which our diligence and assessment exercise may not reveal. As a result, title to such land is subject to risks and potential liabilities arising from inaccuracy of such information. Such inaccurate information and any defects or irregularities of title may result in the loss of title or development rights over such land, and/ or the cancellation of our development plan in respect of such land. In addition, certain acquisition of or development right to land may involve deferred payments. If we are unable to fulfil such payment obligations, our ability to develop such land may be affected, resulting in a failure to realize profit on our initial investment.

Our internal assessment process is based on information that is available or accessible to us. We cannot assure you that such information is accurate, complete or current, and any decision based on inaccurate, incomplete or outdated information may result in certain risks and liabilities associated with the acquisition of such land, which could adversely affect our business and growth prospects.

Pursuant to the terms of our EPC Infra projects, government entities are required to acquire or license or secure rights of way over, tracts of land or to hand over unencumbered land, free of encroachments to us. After signing the project contract, further actions and procedures are to be done by our customers like site clearance, site layout plans, receipt of building permission and drawings etc. before we can start the contract work. Delays in any of the foregoing or inability to obtain good title to any plot of land, may result in delay of project implementation prescribed by the relevant contract and cause consequent delays in commencement of construction or termination of the contract. Moreover, the availability of land, as well as its use and development, is subject to regulations by various local authorities. As on May 31, 2025, contracts amounting to Rs. 2,866.88 million could not be started due to non-handover of land or its rights or site plans by our customers. Further, certain land parcels can be subject to reservations, including reservations for road widening amongst others, and accordingly, such reserved areas will be deducted from the developable area. Further, certain areas may fall under eco-sensitive or buffer or green zone or coastal regulation zone etc., and due to such zoning, there may be restrictions on carrying out developmental activities in accordance with the applicable development regulations. For more information, see chapter titled "*Key Regulations and Policies*" beginning on page 207. We may also be required by applicable laws or court orders to incur expenditures and undertake activities in addition to real estate development on certain portions of our land reserves. Accordingly, our inability to acquire parcels of land or development rights or any restrictions on use of our land or development thereof may adversely affect our business and growth prospects. Failure to acquire such parcels of land may cause a delay or force us to abandon or modify our development or re-development of land that we have acquired at a certain location, which may result in a failure to realize profit on our initial investment.

In addition, we may also face the risk of illegal encroachments on the land parcels owned by us or over which we have development rights. We may be required to incur additional costs and face delays in our project development schedule in order to clear such encroachments. Disputes relating to land title can take several years and considerable expense to resolve if they become the subject of legal proceedings and their outcome can be uncertain. If we are unable to resolve such disputes, the title to and/ or interest in, such land may be affected. While we have not experienced any instances of faulty or disputed title, unregistered encumbrances or adverse possession rights in the past which has adversely impacted our financial results, an inability to obtain good title to any plot of land may adversely affect the development of a project for which such plot of land is critical, and this may result in the write-off of expenses incurred in relation to such development. As a result, our business, financial condition and results of operations could be materially and adversely affected.

12. Any delay or default in payment from our customers in our EPC Infra business and real estate business could result in the reduction of our profits and affect our cash flows.

Our operations involve extending credit, to our customers in respect of our services provided in our EPC Infra business and real estate business. As a result, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Accordingly, we had and may continue to have outstanding receivables. Based on Restated Consolidated Financial Information for Fiscal 2025, Fiscal 2024 and Fiscal 2023, our aggregate outstanding receivables from EPC Infra and real estate businesses were ₹334.01 million, ₹188.14 million and ₹193.35 million, respectively, our aggregate revenues from these businesses were ₹1,133.08 million, ₹951.07 million and ₹986.55 million, respectively and the consequential trade receivable days for EPC Infra and real estate business for Fiscal 2025, Fiscal 2024 and Fiscal 2023 were 108, 72 and 72 respectively. Any delay or default in payment from our customers could result in the reduction of our profits and affect our cash flows. The total balances written off in Fiscal 2025, Fiscal 2024 and Fiscal 2023 were ₹1.20 million, ₹0.19 million and ₹5.66 million, respectively.

13. We have in the past entered into related party transactions and may continue to do so in the future.

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties, which include loans, lease advances and guarantees given by our Company. For details, see chapter titled "*Restated Consolidated Financial Information – Note 46-Related Party Disclosures*" on page 352 of this RHP. While all such related party transactions that we have entered into are legitimate business transactions conducted on an arms' length basis for the purpose of carrying on our day to day business activities, ensuring better quality of services to our client including timely delivery and use of resources available with such related parties to meet requirements of the projects handled by our Company, we cannot assure you that we will receive similar terms in our related party transactions. Any further transactions with our related parties could involve conflicts of interest. Despite considering the enhancement of our performance in our business activities while entering into transactions at an arm's length basis, we cannot assure you these transactions, individually or in the aggregate, will not have an adverse effect on business and financial results, including because of potential conflicts of interest or otherwise.

All the related party transactions of our Company that has been entered into are in compliance provisions of the Companies Act, 2013, and shall also be conducted in compliance with the applicable accounting standards, board and committee policies, provisions of Companies Act, 2013, provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws as applicable. However, we cannot assure you that in the future, related party transactions, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and cash flows, including as a result of potential conflicts of interest or otherwise.

Below are the details of the related party transactions of our Company for the Fiscal 2025, Fiscal 2024 and Fiscal 2023:

(In ₹ millions)

Sr No.	Related Party Transaction Summary	Year ended 31st March, 2025	% of revenue from operations	Year ended 31st March, 2024	% of revenue from operations	Year ended 31st March, 2023	% of revenue from operations
1.	<u>Sales services and other income</u>						
	M/s. Vinod Kumar Jain	0.63	0.01	10.90	0.19	11.76	0.26
	Sacham Highway Real Estates Pvt. Ltd.	93.64	1.89	30.13	0.53	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	0.18	Negligible	0.37	0.01	-	-
	Total	**94.45**	**1.90**	**41.40**	**0.73**	**11.76**	**0.26**
2.	<u>Interest Income</u>						
	Sacham Highway Real Estates Pvt. Ltd.	11.21	0.23	4.94	0.09	-	-
	Indore Highway Real Estates Pvt. Ltd.	-	-	-	-	Negligible	Negligible
	Total	**11.21**	**0.23**	**4.94**	**0.09**	**Negligible**	**Negligible**
3.	<u>Purchases of materials and components</u>						

	Gangotri Developers Pvt. Ltd.	1.41	0.03	-	-	5.24	0.12
	M/s. International Service Centre	15.27	0.31	9.81	0.17	27.73	0.61
	M/s. Dharti Highway LLP	0.44	0.01	20.97	0.37	48.28	1.06
	Alok Bulk Carrier	0.01	Negligible	-	-	-	-
	Total	**17.13**	**0.35**	**30.78**	**0.54**	**81.25**	**1.79**
4.	**Key Managerial Remuneration**						
	Shri Anoop Agrawal [Director]	6.00	0.12	4.50	0.08	6.50	0.14
	Shri Arun Kumar Jain [Director]	6.00	0.12	4.50	0.08	6.50	0.14
	Shri Ankit Tandon [CEO]	4.80	0.10	2.70	0.05	4.80	0.11
	Shri Saurabh Mittal [Joint CFO]	0.55	0.01	-	-	-	-
	Ms. Palak Rathore	0.54	0.01	-	-	-	-
	Ms Khushboo Palod	0.11	Negligible	-	-	-	-
	Smt. Shriya Kapoor	1.85	0.04	-	-	-	-
	Total	**19.85**	**0.40**	**11.70**	**0.20**	**17.80**	**0.39**
5.	**Directors' Sitting Fees**						
	Smt. Bhavana Pujara	0.02	Negligible	0.06	Negligible	0.05	Negligible
	Shri Omachyutam Singh Chauhan	-	-	0.06	Negligible	0.05	Negligible
	Smt. Daljeet Kharbanda	-	-	0.01	Negligible	0.05	Negligible
	Shri Omprakash Shrivastava	0.11	Negligible	0.05	Negligible	-	-
	Shri Ujjwal Kumar Ghosh	0.07	Negligible	-	-	-	-
	Ms. Ritika Agrawal	0.08	Negligible	-	-	-	-
	Total	**0.28**	**0.01**	**0.18**	**Negligible**	**0.15**	**Negligible**
6.	**Interest paid**						
	Shri Anoop Agrawal	0.35	0.01	-	-	0.11	Negligible
	Shri Arun Kumar Jain	0.28	0.01	-	-	0.13	Negligible
	Shri Ankit Tandon	-	-	0.29	0.01	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	9.14	0.18	7.90	0.14	2.51	0.06
	Total	**9.77**	**0.20**	**8.19**	**0.14**	**2.75**	**0.06**
7.	**Office Rent and Lease Payments**						
	Shri Anoop Agrawal	0.64	0.01	0.64	0.01	0.64	0.01
	Shri Omprakash Agrawal	1.20	0.02	1.10	0.02	-	-
	Total	**1.84**	**0.04**	**1.74**	**0.03**	**0.64**	**0.01**
8.	**Sub-Contract Expenses**						

	M/s. Vinod Kumar Jain	29.33	0.59	69.80	1.22	54.42	1.20
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	0.18	Negligible	0.28	Negligible	0.55	0.01
	Total	**29.51**	**0.60**	**70.08**	**1.22**	**54.97**	**1.21**
9.	**Unsecured Loans Taken**						
	Shri Anoop Agrawal						
	Opening Balance	-	-	4.10	0.07	-	-
	Taken during the year	29.42	0.59	-	-	23.81	0.52
	Repaid during the year	(29.42)	(0.59)	(4.10)	(0.07)	(19.71)	(0.43)
	Closing Balance	-	-	-	-	4.10	0.09
	Shri Arun Kumar Jain						
	Opening Balance	-	-	0.22	Negligible	0.01	Negligible
	Taken during the year	18.05	0.36	-	-	11.63	0.26
	Repaid during the year	(18.05)	(0.36)	(0.22)	Negligible	(11.42)	(0.25)
	Closing Balance	-	-	-	-	0.22	Negligible
	Ankit Tandon Enterprise and Tollways Pvt Ltd						
	Opening Balance	63.44	1.28	46.72	0.81	1.79	0.04
	Taken during the year	75.55	1.52	43.39	0.76	72.72	1.60
	Repaid during the year	(31.67)	(0.64)	(26.67)	(0.47)	(27.79)	(0.61)
	Closing Balance	107.32	2.16	63.44	1.11	46.72	1.03
	Smt. Shriya Kapoor						
	Opening balance	0.15	Negligible	-	-	-	-
	Taken during the period/year	-	-	0.15	Negligible	-	-
	Repaid during the period/year	(0.15)	Negligible	-	-	-	-
	Closing balance	-	-	0.15	Negligible	-	-
	Shri Ankit Tandon						
	Opening balance	-	-	0.01	Negligible	0.01	Negligible
	Taken during the period/year	-	-	105.24	1.84	1.50	0.03
	Repaid during the period/year	-	-	(105.25)	(1.84)	(1.50)	(0.03)
	Closing balance	-	-	-	-	0.01	Negligible
10	**Loans and Advances given**						
	Shri Anoop Agrawal						
	Opening balance	13.00	0.26	14.51	0.25	-	-
	Given during the year	40.00	0.81	35.00	0.61	15.81	0.35
	Received during the year	(10.00)	(0.20)	(36.51)	(0.64)	(1.30)	(0.03)
	Closing balance	43.00	0.87	13.00	0.23	14.51	0.32
	Shri Arun Kumar Jain						

	Opening balance	4.50	0.09	-	-	-	-
	Given during the year	50.00	1.01	15.00	0.26	-	-
	Received during the year	-	-	(10.50)	(0.18)	-	-
	Closing balance	54.50	1.10	4.50	0.08	-	-
	Shri Ankit Tandon						
	Opening balance	41.82	0.84	-	-	-	-
	Given during the year	20.40	0.41	45.32	0.79	1.50	0.03
	Received during the year	(62.22)	(1.26)	(3.50)	(0.06)	(1.50)	(0.03)
	Closing balance	-	-	41.82	0.73	-	-

As on date of this RHP, all transactions entered into with our related parties have been on an arm's length basis as certified by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant, by way of their certificate dated July 23, 2025. For more information regarding our related party transactions, see "*Restated Consolidated Financial Information – Note 46- Related Party Disclosures*" on page 352 of this RHP.

14. Our Promoters have certain direct interests in the Company other than their remuneration drawn as Directors, such as the lease of the Registered Office and purchase of land. There can be no assurance that our Promoter will maintain the terms of the lease agreement and there cannot be any guarantee that the Promoter cannot exercise a termination or re-negotiation of the terms of the lease deed that may adversely affect the operations of our Company.

Our Promoter and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company or their relatives, dividend entitlement, or loans advanced by them to the Company.

Further, our registered office situated at 57-FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore– 452016 Madhya Pradesh is owned by our Promoter, Anoop Agrawal and is currently leased to our Company vide a lease agreement entered by our Company with our Promoter Anoop Agrawal for a period of 10 years starting from April 01, 2018. The lease payment made to our Promoter for our Registered Office has been made on an arm's length basis as certified by our Independent Chartered Auditor, by way of their certificate dated July 23, 2025.

We may not be able to successfully extend or renew such lease agreement upon expiration of the current term on commercially reasonable terms or at all and may therefore be forced to relocate our affected operations. This could disrupt our operations and result in relocation expenses, which could adversely affect our business, financial condition, results of operations and cash flows. Further, there are risks associated with the disputes of the property that may also lead to business disruptions. Even where we can extend or renew our leases, our rental payments may increase because of the high demand for the leased properties. Further, in certain case where we must commit to lock-in periods our ability to exit the property may be limited. Further, any unanticipated or steep increase in the regulatory costs on account of stamp duty, municipal taxes or any other local duties, taxes, levies may adversely impact our ability to expand in an affordable manner.

There can be no assurance that our Promoter will maintain the terms of the lease agreement and there cannot be any guarantee that the Promoter cannot exercise a termination or re-negotiation of the terms of the lease deed that may adversely affect the operations of our Company and will exercise their rights as shareholders to the benefit and best interest of our Company.

In addition, for so long as the Promoters continue to exercise significant control over the Company; they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. The Promoters may have interests that are averse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

15. Our Company had negative cash flow during certain Fiscals. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.

Our Company had negative cash flows from operating activities of ₹49.49 million for the Fiscal 2025 which was primarily due to change in inventory and trade receivables. Further, our Company had negative cash flows from operating activities of ₹12.11 million from operating activities in Fiscal 2022 which was due to consolidation of the Subsidiary. The Subsidiary is in the business of real estate and all its cost is capitalized in Inventory hence operating activity is coming negative in Subsidiary. and accordingly overall Group's operating activity is negative in Fiscal 2022.

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, meet enhanced working capital requirements and make new investments without raising finance from external resources. We cannot guarantee that we will not have any negative cash flows in the future arising from operating activities, investing activities and/or financing activities. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. For further details see section titled "*Restated Consolidated Financial Statements*" and chapter titled "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" beginning on page 253 and page 395 respectively, of this Red Herring Prospectus.

16. There may be delays in implementation and completion within stipulated time in relation to our ongoing project, forthcoming projects and any future projects and we may also undergo cost overruns in relation to our projects, which may have an adverse effect on our business, financial condition and results of operations.

The time and costs required to complete a project may be subject change due to many factors, such as unavailability of raw materials, lack of manpower, change in economic and climatic conditions, change in pricing, market conditions, delays in obtaining the approvals and permits from the relevant authorities and other unforeseeable problems and circumstances, which may be beyond our reasonable control. Any of these factors may lead to delays in or prevent the completion of a project and result in costs substantially exceeding those originally budgeted and accounted for. The unforeseen cost overruns may not be adequately compensated by contractual indemnities or passed on to the customers, if any, which may affect our results of operations and our profitability. There may be unscheduled delays and cost overruns in relation to ongoing projects, forthcoming projects and any future projects, which may be beyond our reasonable control, and we cannot assure you that we will be able to complete these projects within the stipulated budgets and time schedules, or at all as planned. In addition, any delays in completing our projects as actually scheduled could result in dissatisfaction among our customers, resulting in negative publicity and loss of future opportunities. As on date of this Red Herring Prospectus, our Company has not experienced any time or cost overrun, excluding contractually accepted variations/escalations, in completed projects. Also, there are no instances wherein the Performance Bank Guarantee (PBG) obtained by the Company were invoked for Fiscal 2025, Fiscal 2024 and Fiscal 2023. Though, we have not faced any situation of delays in implementation and in the completion within stipulated time in relation to our projects and have not undergone any cost overruns in relation to our projects in the last three (3) Fiscals, as mentioned above, we cannot assure you that we will be able to complete all our ongoing projects or forthcoming projects or any future projects within the stipulated budget and time schedule and any delays and cost overruns may have an adverse effect on our business, financial condition and results of operations.

17. Any material deviation between the actual traffic volume, our forecasted traffic volume and projected expenses based on which we bid for a toll-based project, could have an adverse effect on our business, results of operations, cash flows and financial condition.

When bidding for a tollway collection project, particularly to determine our best bid pricing for such toll-based project or contract, we conduct a study and accordingly forecast the traffic volume, the projected expense for the proposed project in order to arrive at our expected revenue over the contract period, keeping in mind the amount that we need to pay out to win such contract as H1 bidder, as applicable. In such instances, if the actual traffic volume is significantly less than the forecasted traffic volume based on our research and study, the revenue generated from the toll-based project may be significantly lower than the anticipated revenue as forecasted based on the study and will in turn affect our profitability. The forecasting of traffic volumes is based on various assumptions, and we cannot assure you that such assumptions will always be accurate and may not undergo any changes. For toll-based projects, our revenue is primarily derived from toll receipts which are dependent on traffic volumes and traffic mix on the toll roads and toll fees. There are many factor that may govern the traffic of vehicles on a particular Tollway such as (a) toll fee; (b) accessibility of toll road's connections with other parts of the local and national highway; (c) presence of any alternate route; (d) condition of the road; (e) economic activity, industries and business in the region; (f) human settlement in that region; (g) tourist destination in that region; (h) fuel prices; (i) growth in sale of automobiles and affordability; (j) weather conditions, amongst many more. Considering the same, if there is any actual deficit between the actual traffic volume and our forecasted traffic volume based on which we bid for a tollway collection project could have an adverse effect on our business, results of operations, cash flows and financial condition.

18. Our business is subject to seasonal and other fluctuations that may affect our cash flows and business operations.

Our business and operations may be affected by seasonal factors which may restrict our ability to carry on activities related to our projects and fully utilize our resources. The traffic flow and our tollway collections during the monsoon period are generally lower as compared to other periods of the year. The toll collection industry in India often faces a decline during the second quarter of the fiscal, largely attributed to the monsoon season. This seasonal fluctuation is closely tied to India's varied geographical landscapes, where heavy rainfall and adverse weather conditions disrupt traffic flow, particularly in regions prone to flooding and poor road conditions. As a result, the monsoon's intensity and duration directly influence toll revenues, with certain regions experiencing sharper drops in collections compared to others, reflecting the diverse climatic patterns across the country *(Source: CareEdge Report)*. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. Due to these seasonal changes, our revenue trend during the fiscal year may not be consistent.

In our EPC Infra business, rainfall and other seasonal occurrences may necessitate a stoppage of work or an unavailability of site, resulting in delays in execution and completion of projects in a timely manner.

Adverse seasonal developments may also require the evacuation of personnel, suspension or curtailment of operations, resulting in damage to construction sites or delays in the delivery of materials. Any such fluctuations may adversely affect our total income, cash flows, results of operations and financial conditions.

19. We have contingent liabilities which could materially and adversely affect our business, results of operations and financial condition.

As at Fiscal 2025, we had ₹ 796.02 million of contingent liabilities that had not been provided for. A summary table of our contingent liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 as provided for in the Restated Consolidated Financial Information is set forth below:

(Amount In ₹ million)

Particulars	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
Contingent Liabilities			
A. Guarantees			
- Against bank guarantee issued by the bank	761.75	710.84	538.62
- Corporate guarantee •Related parties	-	54.10	54.10
- Bank guarantee on behalf of associates •Related parties	1.40	1.40	-
Total	**763.15**	**766.34**	**592.72**
B. Other money for which the Group is contingently liable against pending litigations			
- Entry tax	1.37	1.37	1.37
- Value added tax	-	-	0.46
- Service tax	13.32	13.32	13.32
- Others	15.82	15.82	15.82
Total	**30.51**	**30.51**	**30.97**
C. Expected expenditure on road maintenance	2.36	2.03	1.85
Total	**2.36**	**2.03**	**1.85**
Commitments	**-**	**-**	**-**

For details, see chapter titled "*Restated Consolidated Financial Information – Note 42- Contingent Liabilities & Commitments*" on page 344 of this RHP. In the event that any of our contingent liabilities obligation materialise, our business, financial condition and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future.

20. Our Promoters and Company have provided personal guarantee respectively to secure certain of our loan facilities, which if revoked or invoked may require alternative guarantees, repayment of amounts due or termination of the facilities.

Our Promoters have provided personal guarantees to secure certain of our loan facilities, which if revoked or invoked at any point of time for any reason may require alternative guarantees, repayment of amounts due or termination of the facilities which may have an effect on our business and result of operations.

21. We rely on third parties, including contractors and sub-contractors, to complete certain projects and any failure arising from the non-performance, late performance or below par performance by such third parties, failure by a third-party subcontractor to comply with applicable laws, to obtain the necessary approvals, or provide services as agreed in the contract could affect the completion of our contracts resulting in penalties or other losses.

We are engaged as a principal contractor for EPC Infra projects and we have engaged other infrastructure and construction entities as subcontractors through project specific collaborations when a project requires us to meet specific eligibility requirements in relation to certain large projects, including requirements relating to particular types of experience. The scope of our services includes detailed engineering of the project, procurement of key materials, and project execution at the sites with overall project management up to the commissioning of these projects involving construction of road construction and widening, bridges, culverts, tanks, irrigation related construction, storm water lines, civil buildings, civil/interior works and electrical works. While we execute majority of the projects ourselves, we also form project-specific joint ventures or enter into sub-contracting agreements with other infrastructure and construction entities, depending on the nature and complexity of the work involved and the proficiency of the identified sub-contractors.

Below disclosed are the details on the number of sub-contractors and total contract value of contracts sub-contracted for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 based on the Restated Consolidated Financial Information:

Particulars	**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	No. of Sub-Contractors	**Amount of sub-contract (₹ in million)**	**No. of Sub-Contractors**	**Amount of sub-contract (₹ in million)**	**No. of Sub-Contractors**	**Amount of sub-contract (₹ in million)**
Sub-Contractor Work Expenses	12	651.45	10	553.08	19	310.86

The engagement of such sub-contractors is subject to certain risks, including difficulties in overseeing the performance of such subcontractors in a direct and effective manner, failure to complete a project where we are unable to hire suitable subcontractors, or losses as a result of unexpected subcontracting cost overrun. As the subcontractors have no direct contractual relationship with our clients, we are subject to risks associated with non-performance, late performance or poor performance by our subcontractors. As a result, we may experience deterioration in the quality of our projects, incur additional costs, or be exposed to liability in relation to the performance of subcontractors under the relevant contracts, which may have an impact on our profitability, financial performance and reputation, and may result in litigation or damages claims. For details of instances where the Company, has made or is subject to, claims and counter claims in respect of its sub-contractors, see "*Outstanding Litigation and Other Material Developments*" on page 433.

Further, we may also be subject to claims arising from defective work performed by subcontractors and would be liable for completion of the entire project. While we may attempt to seek compensation from the relevant subcontractors, who may not be able to perform or perform in a timely manner their obligations, we may be required to compensate the project companies before receiving compensation from the subcontractors. If our sub-contractors are unable to perform on time, in accordance with their commitments, our ability to complete projects on time or at all could be impaired thus leading to unexpected cost escalation and a delay in realization of the contract value. This may have an adverse effect on our reputation, cash flows, business, results of operations and financial condition our revenue. In the last three (3) Fiscals, our Company has not faced disputes or litigation with our sub-contractors to whom work was allotted by the Company.

While we may seek to recover these amounts as claims from the sub-contractor responsible for the delay or for providing non-conforming products or services, there can be no assurance that we will recover all or any part of these costs in all circumstances or that there will not be considerable delay in such recovery proceedings. Further, we cannot assure you that skilled sub-contractors will continue to be available at affordable rates or in the geographical area in which we undertake our present and future projects. As a result, we may be required to make additional investments or provide support to ensure adequate performance from the sub-contractors. Any consequent delay in project execution could adversely affect our profitability.

22. We are required to provide security deposits to secure our contracts in the tollway collection business and EPC Infra projects. Any failure to complete the project or any dispute in the contract, disruption or stoppage of work may result in forfeiture of such security deposit.

Failure to provide the required security deposit may result in forfeiture of bid security or earnest money deposit and termination of the relevant business contract thereby affecting our results of our operations, financial condition and our prospects. We are required to deliver a security deposit to the relevant authority in terms of the contract entered into with the relevant government authority or private party and are also required to ensure that the performance security is valid and enforceable until the expiry of the contract or until we remedy any defects during the defect's liability period or until such other period as is stipulated under the relevant contract.

If we are unable to procure and organize for the security deposit within the stipulated period with respect to the project, then we may be ineligible for participating and procuring the tender or private contract. Further, in the event of a failure on our part to comply with the terms of the contract and we are required to replenish the security deposit in such cases early termination of the project could compromise the earnest money deposit provided, which could have a material adverse effect on our revenue and business prospects. Any failure on our part to replenish the security deposit within the stipulated period may result in the contract being terminated which could have a material adverse effect on our business and results of operation. However, for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, there have been no such instances where the security deposits provided were invoked.

Below are the details of the security deposits provided to secure contracts in our tollway collection business and EPC Infra projects for the Fiscal 2025, Fiscal 2024 and Fiscal 2023:

(Amount In ₹ million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
A. EPC Project Deposit			
a. Security Deposits with customers	68.64	58.83	33.85
b. Earnest Money Deposits	35.16	17.22	5.04
c. With held Money with the customers	64.66	63.48	61.36
d. Royalty Deducted by the customer	13.30	11.62	4.98
e. Other Deposits with customers	5.00	10.30	9.86
Total EPC Projects deposit (A)	**186.76**	**161.45**	**115.09**
Toll Deposit with NHAI (B)	**129.35**	**161.90**	**0.10**
Total (A+B)	**316.11**	**323.35**	**115.19**

23. There have been certain instances of delay in payment of EPF, ESIC & PT contributions/ amounts by our Company. We may be subject to regulatory actions and penalties for such delays which may have an adverse effect on our business & financial condition.

There have been certain instances of delay in payment of EPF, ESIC & PT contributions/ amounts by our Company. Though our Company endeavours to pay the contributions and file the required returns as provided under the relevant statute in accordance with the timelines prescribed under the law, payment of certain statutory dues & filing of returns in certain instances are delayed beyond the prescribed stipulated time due to administrative reasons. As on date of this Red Herring Prospectus, there are no outstanding payments due on our Company.

However, we cannot assure that we may not be subject to regulatory actions and penalties for past delays in contribution and filing returns. Further, we cannot assure that there will not be any delay in the future in payment of contributions and filing of returns and we may be subject to regulatory actions and penalties for such delays in contribution and filing of returns.

The details of such delays are provided herein below:

Particulars	Fiscal 2025				Fiscal 2024				Fiscal 2023			
	Days				Days				Days			
	0-30	31-60	61-90	91-180	0-30	31-60	61-90	91-180	0-30	31-60	61-90	91-180
Provident Fund	-	-	-	-	1	-	-	-	2	-	-	-

Employee State Insurance Corporation	-	-	-	-	-	-	-	-	2	-	-	-
Professional Tax	3	2	1	1	4	2	2	3	12	1	-	-
TDS & TCS	2	1	-	-	6	1	-	-	5	-	-	-
GST	-	-	-	-	-	-	-	-	-	-	-	-

Set out below are details in relation to amounts paid and unpaid by our Company towards provident fund, employees state insurance corporation contribution, professional tax, labour welfare fund and income tax (TDS) in the last three Fiscals:

Name of Statue	Fiscal 2025			Fiscal 2024			Fiscal 2023		
	Number of Employees to Whom payable	Amount paid (₹ In million) #	Amount unpaid (₹ In million)	Number of Employees to Whom payable	Amount paid (₹ In million) #	Amount unpaid (₹ In million)	Number of Employees to Whom payable	Amount paid ₹ In million) #	Amount unpaid (₹ In million)
Provident Fund*	133-340	7.01	Nil	58-455	7.20	Nil	60-378	5.67	Nil
Employee State Insurance Corporation	1-5	0.02	Nil	2	0.02	Nil	2	0.02	Nil
Professional Tax*	80-93	0.16	Nil	48-111	0.16	Nil	54-250	0.23	Nil
TDS	5	4.65	Nil	5	4.39	Nil	8	6.13	Nil
Labour Welfare Fund*	10-33	Negligible	Nil	9	Negligible	Nil	7	Negligible	Nil

**The number of employees has been taken as range between the lowest and highest number of employees in each month throughout the year. The variance in the number of employees is due to allotment of new toll or completion of ongoing toll, as it affects the number of employees except head office employees.*
#The amount paid is aggregate of the sum payable throughout the year

Any regulatory actions and/or penalties on our Company for such delays in contribution and/or filing of returns will have an adverse effect on the business and operations of the Company.

24. The agreements* governing *our Company's indebtedness contain conditions and restrictions on our operations, additional financing and* capital *structure.

As of May 31, 2025, the Company's total fund-based outstanding debt was ₹ 710.14 million. The total consolidated outstanding fund-based borrowings was ₹ 718.15 million in Fiscal 2025, ₹696.22 million in Fiscal 2024 and ₹633.60 million in Fiscal 2023 & the total consolidated outstanding non-fund-based borrowings was ₹763.15 million in Fiscal 2025, ₹712.24 million in Fiscal 2024 and ₹538.62 million in Fiscal 2023. For further details, please see "*Restated Consolidated Financial Information*" on page 253. We have entered into several borrowing facilities of varying terms and tenures. The financing agreements governing such facilities include conditions and restrictive covenants that require us to obtain consents, approvals, no-objections or waivers from lenders prior to carrying out specified activities or entering into certain transactions or events. It may also impose a duty on us to intimate them of certain transactions or events. Additionally, under such financing agreements, we are also required to comply with certain financial covenants, such as maintaining prescribed financial ratios at all times. Below are the terms of loans of the Company as on May 31, 2025 as detailed in the chapter "*Financial Indebtedness*" on page 428:

S.No.	Name of the Lender	Nature of Loan	Rate of Interest as at May 31, 2025	Repayment Terms	Pre-payment/ Pre-closure Charges
Our Company					
1.	Kotak Mahindra Bank Limited	Cash Credit, Working Capital and Bank	CC-RPRR+ 3.40% p.a.	12 Months (repayable on demand)	3% on amount pre-paid

		Guarantee	WCDL- 9.50%-9.65% p.a.	Repayable on demand and tenor can be maximum upto 90 days	
			BG-1% p.a.	48 months for renewed and 36 months for fresh	Not Applicable
2.	HDFC Bank	Vehicle Loan	7.90% p.a	39 instalments	6% of principal outstanding for pre-closures within 1 year from 7th EMI. 5% of principal outstanding for pre-closures within 13-24 months from 1st EMI. 3% of principal outstanding for pre-closures post 24 months from 1st EMI.
3.	Bank Of Baroda	Vehicle Loan	Repo+2.65% p.a.	36 installments.	As per applicable rate.
4.	IndusInd Bank	Working Capital Loan and Cash Credit	WC – 9.18% p.a.	WCDL-Upto tenor of toll period or 12 months whichever is lower	Not mentioned in the sanction letter
			CC - 8.78% to 9.25%	CC-12 Months (repayable on demand)	
5.	Bank Of Baroda	Vehicle Loan	Repo+2.65% p.a.	36 installments	As per applicable rate.
6.	HDFC Bank	Vehicle Loan	9.25% p.a.	24 installments	4% on the principal outstanding within 12 months from the 1st EMI. 2% on the principal outstanding after 12 months from the 1st EMI.

7.	HDFC Bank	Vehicle Loan	9.50% p.a.	48 installments	4% on the principal outstanding within 12 months from the 1st EMI. 2% on the principal outstanding after 12 months from the 1st EMI.
8.	Axis bank	Working Capital, Term Loan and Bank Guarantee	CC-Repo+3.70% p.a.	12 months (repayable on demand)	Working Capital: 6-12 months-4%; 12-24 months-3%; and Above 24 months- 2% Term Loan: 6-12 months-4%; 12-24 months-3%; and Above 24 months- 2%
			GECL-Repo+2.75% p.a.	24 month Principal Moratorium. 36 monthly installments after moratorium. (Principal Repayment) Interest to be serviced on monthly basis.	
			BG-1% p.a	12 months/ 60 months inclusive of claim period	Not Applicable
9.	YES Bank Limited	Cash Credit, Working Capital, Term Loan and Bank Guarantee	CC-EBLR+2.90% p.a.	12 months (repayable on demand)	2%
			BG-0.90% p.a.	84 months tenor including claim period	Not applicable
			WCDL – EBLR + 2.90% p.a.	12 months (repayable on demand)	Nil
10.	HDFC Bank	Working Capital, Term Loan and Bank Guarantee	OD-Repo+3.00% p.a.	12 months (repayable on demand)	2% after 6 months and 4% within 6 months of total credit facility
			WCTL GECL and GECL extension-9.25% p.a. (Rate linked to 3 M T Bills reset basis)	64 instalments	2% after 6 months and 4% within 6 months of total credit facility
			BG-1% p.a.	Not mentioned	Not applicable
11.	HDFC Bank	Vehicle Loan	8.75% p.a.	39 instalments	For full payment: 6% of Principal outstanding within 1 year 5% Principal outstanding within 13-24 months from 1st

					EMI 3% of Principal outstanding post 24 months from 1st EMI For Part payment: 5% on the part payment amount if within 24 months from 1st EMI 3% on the part payment if it is post 24 months from 1st EMI

Below are the outstanding borrowings and average interest rate for the Fiscal 2025, Fiscal 2024 and Fiscal 2023:

Particulars	Outstanding Debt (₹ Million)	Average Rate of Interest (in % per year)*
Fiscal 2025	718.15	8.20
Fiscal 2024	696.22	10.94
Fiscal 2023	633.60	10.16

**Average Rate of Interest is calculated as interest expense during the year ended divided by average outstanding borrowings during the year. Average outstanding borrowings is calculated as average of opening borrowings and closing borrowings during the year.*

Undertaking any transactions or events which are restricted as provided hereinabove, without the consent of our lenders or non-compliance with any of the covenants of our financing agreements, constitute defaults under the relevant financing agreements and will entitle therespective lenders to declare a default against us and enforce remedies under the terms of the financing agreements as stated. This can include, among others, acceleration in repayment of the amounts outstanding under the financing agreements, enforcement of any security interest created under the financing agreements and taking possession of the assets given as security in respect of the financing agreements. Further, we cannot assure that we will be able to obtain approvals to undertake any of these activities as and when required or to comply with such covenants or other covenants in the future in a timely or guaranteed manner. The following table details instances of default or delay in payment of loans for Fiscal 2025, Fiscal 2024 and Fiscal 2023 are detailed as below:

S.No	Name of Bank	Type of Loan	Amount of delay (₹ in million)	Delay in days
1.	HDFC Bank	Vehicle Loan	0.27	1
2.	Bank of Baroda	Vehicle Loan	0.16	6
3.	Bank of Baroda	Vehicle Loan	0.09	2
4.	HDFC Bank	GECL Loan	0.10	1

However, as on date of this RHP, all delays and defaults have been regularized and payments have been made.

A default by us under the terms of any financing agreement may also trigger a cross-default under some of our other financing agreements, or any other agreements or instruments of our containing cross-default provisions, which may individually or in aggregate, have an adverse effect on our operations, financial position and credit rating. For details of our borrowings, see chapter titled "*Financial Indebtedness*" on page 428 of this RHP.

25. Our Directors do not have any prior experience of being a director in any other listed company in India and this may present certain potential challenges for our Company.

Our current Board comprises of, six (6) Directors including two (2) Executive Directors and four (4) Non-Executive

Directors of which three (3) are Independent Directors of whom one (1) is a woman Independent Director. None of our Directors are currently a director in any other listed company in India. While our Board members are qualified and have relevant experience in their respective fields, not having any significant experience of being a director in any other listed company in India may present certain potential challenges for our Company.

In the event of any material non-compliance where our Directors are held liable and responsible, we may have to appoint new directors or replace our current Directors, which could be time consuming and may involve additional costs for our Company. For further details, see "*Our Management*" beginning on page 224 of this Red Herring Prospectus.

26. We are dependent on third parties for the supply of raw materials, services and finished goods.

Our business is significantly affected by the availability, cost and quality of the raw materials, which we need to construct, develop and provide for our projects, and services. The prices and supply of raw materials depend on factors beyond our reasonable control, including domestic and international general economic conditions, demand and supply chain, competition, availability of quality suppliers, production levels, transportation costs and import duties. The outstanding trade payables for Fiscal 2025, Fiscal 2024 and Fiscal 2023 were ₹154.26 million, ₹142.26 million and ₹73.17 million, respectively.

Although we may enter into back-to-back supplier contracts or provide for price contingencies in our contracts to limit our exposure, if, for any reason, our primary suppliers of raw materials should curtail or discontinue their delivery of such materials to us in the quantities we need, provide us with raw materials that do not meet our specifications, or at prices that are not competitive or not expected by us, our ability to meet our material requirements for our projects could be impaired, our construction schedules could be disrupted and our results of operations and business could suffer. For further details on suppliers please refer to the chapter titled "*Our Business*" on page 180.

27. We cannot assure you that the construction of our projects, delivery of our services and maintenance of the same will be free from any defects.

We are always committed to maintain and provide the best quality of services and to adhere to the highest standard in delivering all our projects in accordance with the specifications and the requirements, however we cannot guarantee that the delivery of our services and also maintenance of the projects executed by us at all times be of the highest quality or in accordance to the agreed specification without and defects. In the event of discovery of defects/faults in our work, or due to damages to our construction due to factors beyond our control, or lack of maintenance, or any of the other reasons, we may incur significant contractual liabilities and losses under our projects contracts and such losses may materially and adversely affect our financial performance and results of operations and may also lead to loss of opportunities. Further, it may result in cancellation by customers of any commitment to the projects and/ or refund of any advance deposited with us by any customer due to dissatisfaction among our customers, which may affect our business, financial condition and results of operations.

28. We operate in a highly regulated industry, and compliance with applicable safety, health, environmental and other governmental regulations. Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, and any violations of existing regulations may adversely affect our business, financial condition, results of operations and cash flows.

We operate in a highly regulated industry and are required to obtain a number of approvals and licenses from governmental and regulatory authorities, for example in relation to the operation of our EPC Infra business and real estate business. Certain of our services, are operated through third parties, and such parties are responsible for obtaining the requisite licenses and approvals. For an overview of the applicable regulations and the nature of key approvals and licenses to be obtained, see chapter titled "*Key Regulations and Policies*" on page 207 of this RHP. In addition, we have in the past and may in the future apply for certain additional approvals, including the renewal of approvals which may expire from time to time and we may need to obtain the same for the purpose of the business. For details of Government and other approvals, see "*Government and Other Approvals - Material Approvals in relation to our business and operations*" on page 441 of this RHP.

In most of our contracts/tenders the requirement to obtain the specific licenses and approvals on a project specific wise may either be on us or on the other party and failure to obtain the same and any violations of existing regulations may adversely affect our business, financial condition, results of operations and cash flows.

Our licenses, approvals and accreditations are subject to periodic renewals, various maintenance and compliance requirements and governmental investigations and reviews, which could be time-consuming and may incur substantial expenditure. If our compliance systems and process are deemed inadequate or fail and such investigations or reviews find any non-compliance or violations, we may suffer brand and reputational harm and become subject to regulatory actions or litigation, which could adversely affect our business, cash flows, operating results or financial position. There is no assurance that the approvals and licenses that we require will be granted or renewed in a timely manner or at all by the relevant governmental or regulatory authorities. Failure to obtain or renew such approvals and licenses in a timely manner would render our operations non-compliant with applicable laws and may subject us to penalties by relevant authorities. We may also be prevented from carrying out a specific project is we fail to obtain and maintain the licenses and approvals as may be required, which could adversely impact our business, financial condition, results of operations and cash flows. As on date of this Red Herring Prospectus, except for the pending approval disclosed under "*Government and Other Approvals-Pending Approvals*" on page 447, there are approvals pending in relation to our business.

29. We may be unable to identify or acquire new projects and our bids for new projects may not always be successful, which may affect our business growth.

Undertaking new projects depends on various factors such as our ability to identify projects on a cost- effective basis or integrate acquired operation into our existing business, bid in the right manner, have the adequate credentials and estimate the correct pricing. If we are unable to identify or acquire new projects matching our expertise and profit expectation, we may be subject to uncertainties in our business. As a part of our business, we bid for new projects on-going basis. Projects are typically awarded following competitive bidding processes and satisfaction of other prescribed pre-qualification criteria. Once the prospective bidders satisfy the pre-qualification criteria of the tender, the project is usually awarded based on the price of the contract quoted by the prospective bidder, therefore we cannot assure about successful bids of projects in future every time and this may lead to adverse impact on financial performance of the Company.

Below are the details of the total bids made and total bids succeeded along with value of such bids applied for and awarded for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

(In ₹ million)

Period	Total value of bids made	Total value of bids awarded	Total value of bids awarded as % Total value of bids made
Fiscal 2025	37,639.44	6,687.46	17.77
Fiscal 2024	76,491.93	11,202.29	14.65
Fiscal 2023	41,259.74	16,323.14	39.56

30. The growth and success of our EPC infra business is dependent mainly on the quality of our construction, experience and proficiency of our skilled labour with the capability and know-how of delivering such project in the optimal quality within the stipulated time. Failure to provide such quality service along with hiring and retaining of experienced and/or skilled labour may have an adverse effect on our brand, reputation and credibility and in turn will have an adverse effect on our growth and profitability.

The EPC infra business is dependent mainly on the quality of the construction services and also providing such services within the estimated cost and the stipulated agreed time with no spill over. Our Company's ability to execute existing projects and to win new contract awards depends on our ability to provide quality construction services and also to hire and retain experience and proficiency of our skilled labour with the capability and know-how of delivering such project in the optimal quality within the stipulated time. Our continued success also depends upon our ability to attract and retain required number of skilled professionals and staff, particularly project managers, engineers, and workers possessing technical know-how. We may lose skilled workers to competing employers who may pay higher wages or we may be forced to increase the salary and wages paid to our employees. If we cannot hire or retain enough professionals or workers, our ability to apply for and execute new projects or to continue to expand our business will be impaired and consequently, our revenues could decline. Failure to provide such quality service along with hiring and retaining of experienced and skilled labour may have an adverse effect on our brand, reputation and credibility and in turn will have an adverse effect on our growth and profitability.

31. Our Company, our Subsidiary, Promoters and Directors are involved in certain legal proceedings and potential litigation. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.

Our Company, our Subsidiary, Promoters and Directors are involved in certain legal proceedings and potential litigation which are pending at different levels of adjudication before various courts, tribunals and authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments and which may increase expenses and current or contingent liabilities.

The material pending litigations include (a) two unregistered criminal complaints alleging a breach of trust by our Company over the sale of flats at Highway-Karuna Sagar; and (b) a complaint filed by the state Labour Officer against our Subsidiary alleging irregularities in compliance with contract labour laws, however no tolls have been operated by the Subsidiary.

A summary of outstanding litigation proceedings involving our Company, our Subsidiary, and Directors, as disclosed in chapter titled "*Outstanding Litigation and Material Developments*" on page 433 of this RHP in terms of the SEBI ICDR Regulations is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges	Material Civil Litigations	Others	Aggregate amount involved^ *(₹ in million)*
Company							
By the Company	Nil	1	Nil	Nil	3	Nil	97.98
Against the Company	Nil	3	Nil	Nil	Nil	2	32.44
Directors (other than our Promoters)							
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	2	Nil	Nil	Nil	Nil	0.17
Promoters							
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	5	Nil	Nil	Nil	Nil	0.08
Subsidiary							
By the Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiary	1	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies							
By the Group Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Group Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil

^ To the extent quantifiable

32. There may have been certain instances of delay in filings with respect to certain regulatory filings for corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties for any such past or future delays and our business, financial condition and reputation may be adversely affected.

There may have been certain procedural instance of lapses such as delays in filing with the Registrar of Companies, Madhya Pradesh at Gwalior, in relation to certain regulatory filings by our Company in the past. This may subject us to regulatory actions and/ or penalties which may adversely affect our business, financial condition and reputation.

The Company remedied the same by paying the appropriate late filings fees to the Register of Companies. Below mentioned are the details of the past lapses such as delays of the Company:

Forms	Particulars	No. of years in which delay have occurred
ADT-1	Appointment of Auditor	3
AOC-4	Filing Audited Financial Statement	1
AOC-4 XBRL	Filing Audited Financial Statement (XBRL)	4
CSR-2	CSR Reporting	1
DIR -12	Appointment of Director and KMP	3
DPT-3	Return of Deposit	1
Form 20B	Filing of Annual Return	3

MGT-7	Annual Return along with MGT-8	2
Form 23AC	Form for filing balance sheet	8
Form 66	Compliance certificate by Practicing Company Secretary	9
MGT-14	Filing of resolutions and agreement with ROC	10
MR-1	Return of appointment of managerial personnel	1
Form MSME-1	MSME Return	3
PAS-6	Reconciliation of Share Capital	4
Form 8	Creation of Charge	6
Form CHG-1	Creation of Charge & Modification	11
Form 17	Charge Satisfaction	2
Form CHG-4	Charge Satisfaction	4
BEN-2	Declaration of Beneficial Owner	5

There have been no instances of non-filings of ROC forms as on date of this Red Herring Prospectus by the Company. There can be no assurance that any future non-compliances will not result in the application of any penalties or arise again, or that we will be able to rectify or mitigate any such non- compliances, in a timely manner or at all.

33. Our insurance may be insufficient to cover all losses associated with our business operations.

Our existing insurance may not be sufficient to cover all damages, whether foreseeable or not. Further, while we maintain insurance against professional errors and negligence for the services, there is no certainty that such insurance will be adequate to cover all claims arising from negligence or malpractice.

It is imperative in our business that adequate insurance coverage is taken. Our insurance policies currently cover vehicles, plant and machinery and general insurances including workmen compensation policy and all risk insurance policy. As at May 31, 2025 we have insurance coverage for ₹388.02 million at a Group level. Notwithstanding the complete insurance coverage that we carry, there may be a possibility that we may not be fully insured against certain business risks and to the extent required. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. We confirm that as on May 31, 2025 and Fiscals 2025, 2024 and 2023, there have been no past instances where the Company has incurred losses where we had to seek insurance cover nor did we have any instance of claims exceeding the liability insurance coverage, however there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. For details of our insurances, see "*Our Business - Insurance*" on page 204 of this RHP.

34. We may fail to protect our intellectual property rights and may be exposed to misappropriation and infringement claims by third parties, either of which may have a material adverse effect on our business and reputation.

We depend upon our intellectual property rights in relation to protect our logo and brand from being misrepresented. As on date of this RHP, we have 1 (one) registered device mark under Class 37 bearing the registration number 2588390 and having its validity till August 30, 2033. Further, we have 10 trademark applications that are pending approval, including a 'search and certificate' application made under the Trademarks Act, 1999 seeking permission to apply for a copyright under Section 45 of the Copyrights Act, 1957 against our existing registered device mark. We cannot guarantee that our pending and future trademark or copyright applications will be approved. For further details see chapter titled, "*Government and Other Approvals – Approvals obtained in relation to Intellectual property rights*" on page 446, respectively.

In the past three Fiscals, we have not faced any significant instances of infringement of our intellectual property rights. However, on April 02, 2025, we issued a legal notice against a company for unauthorized use of our registered trademark (Trade Mark No. 2588390) for violations under the Trade Marks Act, 1999 which prohibits the use of registered marks without consent. Through this legal action, we seek to prevent further misuse, enforce our exclusive rights, and protect our brand identity in the industry. However, we cannot assure the investors that we will be unable to prevent third parties from seeking to register, acquire, or otherwise obtain intellectual property that are similar to, infringe upon or diminish the value of our intellectual property rights. In addition, our current or future intellectual property rights may be challenged by third parties or invalidated through administrative process or litigation. Failure to successfully obtain and maintain such registrations could impact the use of such intellectual property rights, which in turn could adversely affect our reputation, goodwill, business prospects, and results of operations. While we intend to defend against any threats to our intellectual property, we cannot assure you that we will be able to adequately protect our intellectual property.

35. Our projects in our tollway collection and EPC Infra businesses are awarded on a competitive tender bidding process which include certain prescribed pre-qualification criteria. If we are unable to bid for or fail to win such tenders, our business and our financial condition may be adversely affected.

Our projects are typically awarded to us following a competitive bidding process and satisfaction of prescribed technical and financial pre-qualification criteria. As on May 31, 2025, there are 134 pre-qualified entities which are eligible to bid for NHAI tollway collection projects. While the track record, experience of project execution, service quality, delivery schedule, pricing, technical expertise, reputation and sufficiency of financial resources are important considerations in awarding contracts, there can be no assurance that we would be able to meet such technical and financial qualification criteria always and accordingly be awarded with a project contract. Further, once prospective bidders satisfy the pre-qualification requirements of the tender, the project is usually awarded based on price competitiveness of the bid. We generally incur costs in the preparation and submission of bids, which are one-time, non - reimbursable costs. We cannot assure you that we would bid where we have been pre-qualified to submit a bid, or that our bids, when submitted or if already submitted, would result in projects being awarded to us.

36. Increase in the prices of construction materials, fuel, labour and equipment could have an adverse effect on our EPC Infra business, results of operations and financial conditions.

The cost of construction materials, fuel, labour and equipment maintenance constitutes a significant part of our operating expenses of EPC Infra business. We are vulnerable to the risk of rising and fluctuating prices, which are determined by demand and supply conditions in the global and Indian markets as well as government policies. Any unexpected price fluctuations after placement of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials and adversely affect our business, financial performance and cash flows.

Our contracts to provide EPC Infra services are mostly based on a fixed price or a lump sum for the project, which may not always include escalation clauses, covering any increased costs we may incur. As a result, our ability to pass on increased costs may be limited and we may have to absorb such increases which may adversely affect our business, financial condition and results of operations. We may also suffer significant cost overruns or even losses in these projects due to unanticipated cost increases resulted from a number of factors such as changes in assumptions underlying our contracts, unavailability or unanticipated increases in the cost of construction materials, fuel, labour and equipment, changes in applicable taxation structures or the scope of work, delays in obtaining requisite statutory clearances and approvals, delays in acquisition of land, procuring right of way, disruptions of the supply of raw materials due to factors beyond our control, unforeseen design or engineering challenges, inaccurate drawings or technical information provided by clients, severe weather conditions or force majeure events. Despite the escalation clauses in some of our EPC Infra contracts, we may experience difficulties in enforcing such clauses to recover the costs we incurred in relation to the additional work performed at the clients' requests or due to the change of scope of work. If any of these risks materialize, they could adversely affect our profitability, which may in turn have an adverse effect on our overall results of operation.

In addition, India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Also, any upward revision of the prescribed minimum wage or other benefits required to be paid to our workers (including in the event of injuries or death sustained in course of employment, dismissal or retrenchment) will result in the increase in cost of labour which we may be unable to pass on to our customers due to market conditions and the pre agreed conditions of contract. This would result in us being required to absorb the additional cost, which may have a material adverse impact on our profitability.

Though, we have not faced any situation in the past that such increase in the prices of construction materials, fuel, labour and equipment that had any adverse effect on our EPC Infra business, however, we cannot assure that we may not face such instances in the future and will at all times be in control of such situation.

37. The toll collection systems in India relies and runs on manual cash collection, online collection or FASTag collection process leading to inefficiencies and potential revenue leakage if operated without proper internal controls and verification. Leakage in our toll collection projects or inadvertencies in collection may adversely affect our revenues and earnings and could adversely affect our results of operations, cash flows and financial condition.

The toll collection systems in India relies and runs on manual cash collection, online collection or FASTag collection process leading to inefficiencies and potential revenue leakage if operated without proper internal controls and verification. While most toll collection systems are of certain technological standards by mandating the use of National Electronic Toll Collection FASTag creating an interoperable solution for the smooth governance of the tolling systems nationwide, minimizing revenue leakage, there are still instances wherein toll collection may be required to be conducted manually via cash collection process. which may impact transaction time, scope for evasion, increase idle time on highways while declining service quality. Our manual cash collection as a percentage of our overall tollway collection for Fiscal 2025, Fiscal 2024 and Fiscal 2023 amounts to 6.59%, 4.81% and 3.60% respectively. Such manual collection of toll fees may also lead to faulty collections, inadvertencies in accounts management and frauds. Cash management at toll booths also possess risks of mismanagement or pilferage, impacting revenue integrity. Additionally, software malfunctions in the NHAI systems may necessitate manual intervention, further exposing the Company to potential operational inefficiencies and revenue losses. Any significant failure to control leakage in toll collection systems could lead to faulty collections, inadvertencies in accounts management and frauds and may have an adverse effect on cash flows, business, results of operations and financial condition.

Further, as part of our toll collection business, we are not in contravention of any of the applicable provisions of the Prevention of Money Laundering Act, 2002. As on the date of this RHP, we have not received any complaint or notice from any party alleging contravention of any of the applicable provisions of the Prevention of Money Laundering Act, 2002.

38. If we are unable to keep pace with technological changes, new equipment and service introductions, evolving industry standards, our business and financial condition may be adversely affected.

Our industry is characterized by periodic technological changes, new equipment and methodologies in the field of our respective businesses. Our continued success depends on our ability to anticipate such changing industry trends, new methodologies and identify, develop and market new value-added services that meet the business demands, to continually enhance our equipment and technologies in a timely and cost-effective manner.

Developing new methodologies, services, use of advance technology, machineries and tools in a timely and cost-effective manner may be difficult, however the same may be required to stay in competition with the peer in the industry. Our assessment of the market and evolving customer preferences may not lead to new services that are commercially successful. We may also experience delays or failures in any stage of our service development, introduction or implementation. Our competitors may be more efficient at developing new services and may introduce those services to the market before us and which may allow them the benefit of first mover advantage in a particular sector or to win a bid. The research, design and development of new services and methodologies may also require significant resources, including financial and management time and attention. If we are unable to develop new services in a timely manner to meet market demand, changing trend or if we are unable to keep pace with technological changes, new equipment and service introductions, evolving industry standards, our business, financial condition, results of operations and prospects may be materially and adversely affected.

39. The industries in which we operate are competitive and have barriers to entry in certain instances. Our inability to compete effectively may adversely affect our business, cash flows, results of operations and financial condition.

As an infrastructure development and management company engaged in the business of tollway collection, EPC Infra and real estate businesses, we compete with a range of organized and unorganized competitors, depending on the nature and location of services provided. For further details, please see the section titled "*Our Business*" and "*Industry Overview*" on pages 180 and 133 respectively.

The industries in which we operate comprise a number of fragmented and competitive markets, particularly at the local level, with smaller operators competing for local contracts. There is pricing competition from local businesses which operate at the local level, which may be preferred by certain clients, due to factors such as aggressive pricing strategies and local relationships. As a result, our competitors may have greater financial, technical, and marketing resources available to them than our businesses that compete against them. We also face the risk of our current or prospective clients deciding to utilize their internal workforce or use independent contractors or service providers in the unorganized segment to manage their facilities.

In addition to our current competitors, additional new players may enter the market. Specifically, business services markets have economic barriers to entry and competitive pricing. Competition in these industries may also intensify if service providers offering limited services begin to offer integrated services. Industry consolidation also may affect competition by creating larger, more homogeneous, and potentially stronger competitors in the markets in which we compete. As a result, there can be no assurance that we will not encounter increased competition in the future. With the potential influx of new competitors, our ability to retain our existing clients and to attract new clients is critical to our continued success. There can be no assurance that our Company will, in light of competitive pressures, be able to maintain its current profit margins.

40. Our toll collection business is subject to traffic congestion due to increased traffic volumes that may affect our cash flows and business operations.

Our toll collection operations are affected by traffic congestion, which may reduce our income. Due to the increasing population of our country and increased purchasing power amongst the population, there has been an increase in vehicles and consequent movement of number of passenger and commercial vehicles including through tollways, leading to an increase in traffic congestion. Such increase in traffic volumes and congestion can cause reduced vehicular speeds, increased travel times leading to a negative impact on commuter preferences including rescheduling trips or using alternative travel routes. Toll roads that are part of projects operated by us may experience high levels of traffic and congestion at certain times of the day or days of the week. Although we have installed systems such as FASTag and may in the future consider possible solutions and take appropriate steps to ease traffic flow and reduce congestion on such roads, there can be no guarantee that such problems will be resolved. Increase in number of commuters and vehicles also leads to pollution. Increase in fuel price clubbed with pollution level may stop people from using vehicles or reduce their usage of vehicles and which may in turn affect the number of vehicles plying on a particular toll road. This could also lead to user dissatisfaction and could potentially reduce the traffic volume which may adversely affect our results of operations, cash flows, business and financial condition.

41. Certain toll collection systems in India still rely on manual collection process leading to inefficiencies and potential revenue leakage. Should we participate in tenders for securing toll collection rights in such toll operations, the cost of implementing new technologies for collection of tolls and monitoring our projects could be significant and could adversely affect our results of operations, cash flows and financial condition.

While most tollway collection systems are of certain technological standards by mandating the use of National Electronic Toll Collection FASTag creating an interoperable solution for the smooth governance of the tolling systems nationwide and minimizing revenue leakage, there are still instances wherein toll collection may be required to be conducted manually.

The tollway collection business traditionally relied on manual toll booths, wherein the collection systems lacked technology and support sub-systems impacting transaction time, issues related to cash handling, and increased the idle time on highways while declining service quality. Such instances of inefficiencies and revenue leakages occur even in the present day as many commuters fail to procure a FASTag or do not update their e-wallets with cash balance. This leads to payment of toll by such commuters in cash. Whereas in some cases due to the advancement of the digital world, several travellers have no physical cash on them and therefore, travellers and toll operators have to struggle to accommodate a cash based toll payment and handle receipts which may also lead to revenue leakages and unethical practices. In certain other situations, the lack of cash in their e-wallets may encourage commuters to choose an alternative route to reach their destination. Although, all of our toll collection is via National Electronic Toll Collection FASTag, we may still face the risk of such inefficiencies and leakages.

While at the moment, none of our toll collection operations are completely manually operated, if there is any change in regulatory guidelines, we may be required to handle more cash transactions for such manually operated tolls. Further, if the government agencies and NHAI fails to implement proper maintenance and upkeep of toll infrastructure, including roads, bridges, and toll booths or upgrade the technological infrastructure in order to improve efficiency and reduce operational costs, this may adversely effect on the traffic movement and accordingly can affect our future prospects, cash flows, business, results of operations and financial condition.

Our tollway collection is primarily dependent on the integrity of toll collection systems, our internal control and checks and audit systems and willingness to pay toll fees. While we have in place an audit and an integrated toll collection system, the level of revenues derived from collection of tolls may be reduced by leakage through toll evasion, theft, fraud or technical defaults in our Electronic Toll Collection systems or forced violations by users of our toll roads. If not properly monitored, our toll collection projects may suffer from leakage or be susceptible to fraud or misappropriation affecting our business, reputation and financial condition. Any significant failure by us to control leakage in toll collection systems could have an adverse effect on our cash flows, business, results of operations and financial condition.

42. The lack of seamless interoperability between toll collection systems and operators can lead to traffic congestion, user dissatisfaction, and reduced toll revenues.

Toll roads that are part of the projects operated by us may experience high traffic levels and congestion at certain times of the day or on certain days of the week. A significant factor contributing to such congestion is the lack of seamless interoperability between different toll collection systems and operators, which may discourage the movement of traffic.

Users traveling across the toll roads, may face delays and dissatisfaction due to the non-standardized mechanisms for toll collection and payment, including issues with closed loop Electronic Toll Collection (ETC) systems that may not be universally compatible.

There can be no assurance that such issues will be resolved in a manner that is economically viable or within a timeframe that prevents user dissatisfaction. This lack of seamless ETC services may discourage the use of ETC systems, adversely impacting traffic flow, user satisfaction, and toll revenue collection, which could, in turn, affect our business, financial condition, and results of operations.

43. Leakage of the tolls collected at our respective toll booths may adversely affect our revenues and earnings.

Our collection of tolls is primarily dependent on the integrity of tollway collection systems, our internal control, and audit systems. While we have in place an audit and an integrated tollway collection system, the level of revenues derived from collection of tolls may be reduced by leakage through toll evasion, theft, fraud or technical defaults in our tollway collection systems or forced violations by users of our toll roads or may be even violence. If tollway collection is not properly monitored, leakage may reduce our toll revenue, which may affect our results of operations and revenue. Tollway collection is heavily dependent on various software and the functioning of the same is beyond the reasonable control. Any snag in the running of the software may also affect the collection of tolls in the right manner. Any significant failure by us to control leakage in tollway collection systems could have an adverse effect on our cash flows, business, results of operations and financial condition.

44. The growth of our business is largely dependent on understanding the market and implementing and executing the correct business strategy accordingly. Any failure on our part to implement and execute the required business strategy in the correct manner may have an adverse effect on our business and results of operations.

Our business is very competitive and evolving. It is imperative that to be ahead in the competition and to be one of the renowned and prominent brands in our business, one need to have the right business strategy for the purpose of growth. We as a part of our growth keep strategizing our business-related steps and decisions at regular intervals and ensure that the same is implemented and executed in the right manner. There can be no assurance that we will be able to execute our strategy in the right manner, on a timely manner and within our estimated budget, or that our strategies as planned by us will increase our profitability. We cannot assure you that we will not face any time or cost overruns in respect of implementation of our strategies in the future. Further, we expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and implement our growth strategy as planned and in the right manner could influence our business, results of operations and profitability.

For further details, see the section titled "*Our Business – Our Business Strategies"* on page 184 of this RHP.

45. Political and other agitations against the collection of tolls may affect our ability to collect tolls over prolonged periods, which could have a material, adverse effect on our business, results of operation and financial condition.

There may occur instances of agitation, unrest and protest over the operation of the Tollway Collection projects we have been awarded, which may restrict their operability and in turn affect our revenue recognition from such projects. Over the past few years, there have been agitations by political parties and local community members against the collection of tolls on local road and state highway projects across India. These agitations may result in the destruction of toll-collection booths and other related property. For example, our operations at Dhilwan, Punjab toll plaza was suspended due to agitation by farmers / kisan unions for the period from February 02, 2024 and February 29, 2024, during which there was no collection of toll fee and force majeure claim for revenue loss under the agreement was claimed for such suspension. While we have not experienced any other prolonged disruption due to such agitations, if resistance continue for a prolonged period of time, our ability to collect tolls may be restricted and over a prolonged period and may have an adverse effect on our business, financial condition and results of operations.

Further, the toll collection agreements entered into between us and NHAI have provisions of force majeure clauses that provide recourse where in the event that our ability to collect tolls is disrupted as a result of political and other agitations over a specified period, either party to such agreement may terminate the agreement. While the collection agreements provide for a specified payment mechanism in the case of such termination, there can be no assurance that we will receive such payments from the NHAI in a timely manner or at all, or that such payments will be adequate to recover our investment or return, which may adversely affect our business, financial condition and results of operations.

46. We face intense competition from other service providers in the similar area of business. If we are unable to compete effectively, our business, results of operations and cash flows may be materially and adversely affected.

We operate in a competitive environment. We compete with companies engaged in tollway collection business with 134 pre-qualified bidders as on May 31, 2025. Similarly, we compete with companies engaged in our EPC Infra business and real estate business. We compete on the basis of factors such as our track record, service offerings, quality of service, pricing, timely delivery, brand and reputation.

Our competitors may expand their operations, which may exert further pricing and recruiting pressure on us. If we are unable to compete effectively with our competitors, our market share, business, financial condition, results of operations and cash flows could be materially and adversely affected.

47. Due to the nature of our agreements and projects, we may be subjected to claims and counterclaims. Any adverse outcome of any such claim or counterclaim may have an adverse effect on our results of operations and profitability.

Pursuant to the terms of our agreements, government entities are required to acquire or license or secure rights of way over, tracts of land or to hand over unencumbered land, free of encroachments to us. Delays in any of the foregoing may result in delay of project implementation prescribed in the relevant agreement and cause consequent delays in commencement of construction or termination of the contract on account of a material default. Such events may also lead to disputes and claims and counter claims for losses and damages between us and the relevant government entity. Although, there are no existing projects, wherein disputes have been initiated or ongoing, which may have an adverse outcome on the business of the Company, we cannot assure you that we will be able to recover the claims submitted in a timely manner or at all. Our inability to recover such amounts may adversely impact our profitability, cash flows and results of operations. We will continue to face risks associated with implementation of our agreements which could be due to reasons including those beyond our control which can include, among others, non-availability of environmental clearances, delay in acquisition of land by the government, or other delays. Such factors could have an adverse effect on our business, results of operations and financial condition.

48. Our business depends on our Promoters and key managerial personnel and our ability to attract and retain key personnel. Any attrition rate of our key managerial personnel may affect our business growth.

The experience of our Promoters and Key Managerial Personnel have been critical to our success and business growth over the years with the experience and knowledge that they impart to our line of business. Their knowledge of the market and the experience in the industry we operate in have ensured our growth in the business. As a result, any loss of the services of any of our Promoters or Key Managerial Personnel could materially and adversely affect our business, financial condition and results of operations. The replacement of our Key Managerial Personnel may not be straightforward or achievable in a timely manner and we may be required to wait indefinitely to fill positions until we find suitable candidates as the business we operate needs a specific knowledge and skill sets. Furthermore, attracting, hiring and retaining experienced and qualified key managerial personnel with years of experience in this business sector could require increasing compensation and benefits payable to such personnel, which could affect our operational costs and consequently, our financial condition and results of operations. Our inability to retain our Key Managerial Personnel may have an adverse effect on our business growth. For more details regarding our Promoters and Key Managerial Personnel, please refer "*Our Management*" and "*Our Promoter and Promoter Group*" on page 224 and 246 of this RHP.

49. Our business is dependent on various Government entities and could be adversely affected if there are adverse changes in the policies adopted by such Government entities.

Our business is dependent on projects awarded by Government entities such as NHAI for our tollway collection projects and municipal corporations for our EPC and Infra Projects. Any adverse change in the policies adopted by such governmental entities regarding award of its projects such as relating to pre-qualification criteria, financial qualifiers, mandating additional approvals or certifications which could impact our ability to continue our existing projects and bid for potential projects thereby affecting our business, financial conditions and results of our operation.

We benefit and are dependent on policies adopted by the Government in respect of infrastructure developments, including amongst other things, incentives granted, resource and budgetary allocation and concessions. As we rely on undertaking and executing government awarded projects, we may face various issues such as delay in payments due to various reasons including but not limited to issues relating to change in government policies or priorities, change in budgetary allocations for construction and infrastructure development or a downturn in available work in the construction and infrastructure sector, insufficiency of funds for allocated or proposed projects, reassessment of existing awarded and/or other adverse political consideration.

We cannot assure you that the Central Government or State Governments in India will not implement new regulations and policies which will require us to obtain additional approvals and licenses from the Government and other regulatory bodies or impose onerous requirements and conditions on our operations. There may be uncertainties related to changes in laws, regulations, and government policies and the framework surrounding the same without any specific clarity which may lead to delays in the availability, implementation and execution of our projects. Any changes and related uncertainties with respect to the implementation of new regulations may have an adverse effect on our business, financial condition and results of operations, including delays in commissioning schedule of our projects.

50. Our EPC business is significantly dependent on long-term financing and capital investment. Any failure in managing long-term financing and capital investment may have an adverse effect on the timelines of completing any EPC project and may have an adverse effect on our financial position and revenue growth.

Our EPC business is capital centric and is significantly dependent on long-term financing and capital investment. Accessibility to such long-term financing and capital investment is one of the major challenges faced in the EPC business. The challenges faced towards funding a project is a common challenge. Also, the projects typically have long gestation periods and payback periods, thus ensuring that the investors may be reluctant to commit funds to projects that take many years to generate returns, especially when compared to short-term investments with quicker returns. Furthermore, some infrastructure projects, especially those involving public-private partnerships (PPPs), rely on user fees or government payments for revenue. The uncertainty associated with revenue generation, particularly if it depends on user demand, can make investors hesitant to commit funds and thus lack of long-term financing and capital investment affects the completion of any EPC project. Any failure in managing long-term financing and capital investment may have an adverse effect on the timelines of completion of any EPC project and may have an adverse effect on our financial position and revenue growth.

51. Our business is dependent on rising operational costs, complex regulatory compliance. Any failure on our part to maintain such evolving changes and customer expectations may have an adverse effect on our financial stability.

Our Company's business is dependent on rising operational costs, complex regulatory compliance and change in laws, and the impact of any mergers and acquisitions within competitors in our business can squeeze profit margins and alter market dynamics completely, making it tough to compete and evolve. Meeting evolving customer expectations and managing economic and traffic volatility are very crucial to maintaining a competitive edge and ensuring financial stability in our business. Any failure on our part to maintain such evolving changes, customer expectations, reduce operational costs, as required, complex regulatory compliance and stiff competition may have an adverse effect on our financial stability.

52. Due to the nature of our contract business, we may be subject to certain disputes in certification or completion of the work that may lead to a dispute by adjudicating forums. Any adverse outcome of any such claim or counter claim may have an adverse effect on our profitability.

The scheduled completion targets for our projects are estimates and are subject to delays as a result of unforeseen engineering problems, force majeure events, issues arising out of right of way, unavailability of financing, unanticipated cost increases or changes in scope and inability in obtaining certain property use rights or government approvals. The scheduled completion on our project targets is based on meticulous planning and scrutinized estimates; nevertheless, our timelines are inherently subject to delays arising from diverse factors including, without limitation, clear title to the relevant plot of land, changes in applicable regulations, availability of adequate financing arrangements on commercially viable terms, as well as an inability or delay in securing necessary statutory or regulatory approvals for such projects.

Further, the completion of projects and the certification of completion are subject to the satisfaction of our customers and the fulfilment of necessary finishing work and furnishings, as applicable. Arbitration, litigation or other dispute resolution proceedings could also arise from delays and a requirement for completion as per the contract standards which could increase the financing costs associated with the construction and cause our forecast budget to be exceeded and may further lead to disputes and submitted claims in relation to certain disputes on account of, among other things, changes in scope of work, and loss on account of delay in handing over of land. During the last three Fiscals, there are no existing projects wherein disputes have been initiated/on-going and which have an adverse outcome on the business of the Company including no instances of disputes due to delay in obtaining certification or completion of project. There can be no assurance that similar delays will not occur in the future and any such delays could have adverse effects on our cash flows, business, results of operations and financial condition.

53. The Objects of the Offer have not been appraised by any bank or financial institution. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which may be beyond our control. Any variation in the utilization of the Net Proceeds or in the terms of the conditions as disclosed in this Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilise the Net Proceeds for funding working capital requirements and general corporate purposes. For details, see "*Objects of the Offer*" on page 105 of this RHP. The deployment of the Net Proceeds would be based on management estimates, prevailing circumstances of our business & market conditions. The Objects of the Offer have not been appraised by any bank or financial institution. Accordingly, at this stage, we cannot determine with any certainty if we will require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in this RHP without obtaining the Shareholders' approval through a special resolution. In the event of anysuch circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds and any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

Our Company may have to revise its management estimates from time to time on account of various factors, including factors beyond its control such as market conditions, competition, cost of commodities and interest, and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section, may limit or delay our Company's efforts to use the Net Proceeds to achieve profitable growth in its business. The planned use of the Net Proceeds is based on current conditions and is subject to changes in external circumstances, costs, other financial conditions or business strategies. Any variation in the planned use of the Net Proceeds would require Shareholders' approval and our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects and may involve considerable time or cost overrun and any such eventuality may adversely affect our operations or business.

Further, we have appointed a Monitoring Agency for monitoring the utilisation of Offer Proceeds (excluding the Offer for Sale portion) in accordance with Regulation 41 of the SEBI ICDR Regulations and the Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors.

54. Some of our Directors do not have significant experience in our line of business.

Some of our Directors possess limited experience in our specific line of business. However, they are professionals with a background in accounting, business, management, entrepreneurship and related fields. While our Board includes experienced Executive Directors with industry knowledge, the Non-Executive Directors including Independent Directors may not be fully conversant with the Company's operations or industry practices. Consequently, their performance may be evaluated in this context. We cannot guarantee that this relative lack of experience will not negatively affect the management and operations of our Company. For further information regarding the appointment of Independent Directors, their educational qualifications, previous positions, and past remuneration from the Company, please refer to the chapter titled '*Our Management – Brief profile of our Directors'* on page 227.

55. We may be subject to fraud, theft, employee negligence or similar incidents.

Our operations may be subject to incidents of theft or damage of our equipment, machineries, tools and assets. We have set up security measures at every possible place to control the same, there can be no assurance that we will not experience fraud, theft, employee negligence, security lapse in the future, which could adversely affect the results of operations and financial condition.

Additionally, in case of losses due to theft, fire, breakage or damage that may be caused by other casualties, flood, earthquake or any other natural calamities, there can be no assurance that we will be able to recover from our insurers the full or adequate amount of any such loss that we may suffer in a timely manner. If we incur a significant inventory loss and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have an adverse effect on our business, results of operations and financial condition.

Though, we have not faced any situation in the past that wherein we have been subject to any fraud, theft, employee negligence or similar incidents, we cannot assure that we may not face such instances in the future and if we are subject to any fraud, theft, employee negligence or similar incidents it could have an adverse effect on our business, results of operations and financial condition.

56. The lack of seamless interoperability between toll collection systems and operators can lead to traffic congestion, user dissatisfaction, and reduced toll revenues.

Toll roads that are part of the projects operated by us may experience high traffic levels and congestion at certain times of the day or on certain days of the week. A significant factor contributing to such congestion is the lack of seamless interoperability between different toll collection systems and operators, which may discourage the movement of traffic.

Users traveling across the toll roads, may face delays and dissatisfaction due to the non-standardized mechanisms for toll collection and payment, including issues with closed loop Electronic Toll Collection (ETC) systems that are not universally compatible.

There can be no assurance that such issues will be resolved in a manner that is economically viable or within a timeframe that prevents user dissatisfaction. This lack of seamless ETC services may discourage the use of ETC systems, adversely impacting traffic flow, user satisfaction, and toll revenue collection, which could, in turn, affect our business, financial condition, and results of operations,

57. We may be subject to labour unrest and slowdowns.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. Our employees are not unionised. However, in the event that employees seek to unionise, it may become difficult for us to maintain flexible labour policies, which may increase our costs and adversely affect our business. Our employees and personnel, are critical to maintain our competitive position. Although we have not experienced any material labour unrest, we cannot assure you that we will not experience disruptions in work or our retail operations due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are very difficult for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

58. Despite the government's continuous support by way of financing and amendments in the Public-Private Partnerships (PPP) model framework, few challenges still persist for the road sector, which in turn may affect the growth and profitability of our business.

Considering the size of India and its population, it is imperative that the government provides connectivity and accessibility to every person and every corner of the country. Despite the government's continuous support by way of financing and amendments in the Public-Private Partnerships (PPP) model framework, few challenges still persist for the road sector, such as:

a. **Delay in land acquisition and receipt of approvals for road construction:** Post Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2003, many land owners demand higher compensation and refuse to hand over possession of their land. With the Act coming into effect, the cost of land has increased thereby increasing higher cash outflow from the government towards land acquisition. Furthermore, delay in land acquisition and receipt of approvals for road construction leads to substantial project cost and time overruns, thereby impacting the project viability.

b. **Mismatches between Project Cash flows and Debt Repayment Tenure:** Revenue from large infrastructure projects is spread over 20-30 years whereas the loan for the same project is for 10-15 years. This results in cash flow mismatches in the initial years of operations till the project stabilizes, thereby resulting in private players funding cash flow mismatches from their own sources.

c. **Limited private sector participation in BOT projects due to past financial stress; however good participation seen in HAM projects awarded in past few years:** Due to failed BOT projects on account of lower than-estimated traffic volumes or delays in project completion due to approvals/ land acquisition, private players have come under financial stress due to significantly leveraged balance sheets in anticipation of high levels of project revenue growth. However, road authority has been awarding projects under HAM wherein the risks are limited and lower funding is required because 40% of the project cost is provided by the NHAI in 10 instalments based on the milestone achieved. Also, in the remaining 60% of the project cost, the developer needs to finance only 20-25% and the rest can be raised on debt. Hence, decreased financial stress.

d. **Cautious bank lending approach to road sector, due to highly Stressed Loan Portfolio in the past:** With higher debt exposure to road project and many projects getting stuck or delayed resulted in loans turning into non-performing assets (NPAs), which had contracted the lending capacity of banks. With lower than anticipated revenues, the private players' debt servicing capacity has been impacted. To mitigate the risk of failure of the company, restructuring of loans has been opted by the private players. Restructuring of loans for the first time does not impact asset classification but subsequent restructuring leads to NPA recognition in the books of financial institutions. Hence, banks have become cautious in terms of lending to road sector.

e. **Toll collection and willingness of users to pay toll:** The sector is susceptible to end users willingness to pay toll, as there have been instances of people skipping toll payments, backed by regional groups or political parties. This in turn impacts the toll collection efficiency and revenues from the road projects, thereby adversely impacting the project cash flow position.

Source: CareEdge Report

Such challenges still faced and persisting in the road sector also acts as a hindrance and an obstacle in the growth of our business and thus may have an adverse effect on our revenue and profitability.

59. Certain sections of this Red Herring Prospectus disclose information from an industry report commissioned by us from CareEdge Research, which is an independent third-party entity and is not related to the Company, its Promoters or Directors, in any manner whatsoever. Any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

Pursuant to being engaged by us, CARE Analytics and Advisory Private Limited (CareEdge Research), prepared a report dated July 07, 2025, titled, "Research Report on Road Toll, Infrastructure EPC & Real Estate Industry in India" ("***CareEdge Report***"). Certain sections of this RHP include information based on, or derived from, the CareEdge Report or extracts of the CareEdge Report. All such information in this RHP which indicates the CareEdge Report as its source is duly mentioned for reference. Accordingly, any information in this RHP derived from, or based on, the CareEdge Report should be read taking into consideration the foregoing.

In view of the foregoing, investors may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this RHP based on, or derived from, the CareEdge Report. See "*Industry Overview*" on page 133 of this RHP for further information.

60. Our management will have broad discretion over the use of the Net Proceeds.

We propose to utilise the Net Proceeds for funding working capital need of the Company and general corporate purposes. The deployment of the Net Proceeds is based on management estimates, prevailing circumstances of our business and market conditions. We may have to revise our funding requirements and deployment from time to time due to various factors, such as changes in costs, financial and market conditions, business, strategy considerations, interest and exchange rate fluctuations or other external factors, which may or may not be within the control of our management. This may entail rescheduling, revisiting and revising planned usage and funding requirements at the discretion of our management and subject to applicable law. Accordingly, investors in the Equity Shares will be relying on thejudgment of our management regarding the application of the Net Proceeds. The application of the Net Proceeds in our business may not lead to an increase in the value of the investment of the equity shareholders. Various risks and uncertainties, including those set forth in this section "*Risk Factors*", may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. For details see, "*Objects of the Offer*" on page 105 of this RHP.

61. Our Promoters, who are also our Directors, hold Equity Shares in our Company and are therefore interested in our Company's performance.

Our Promoters, who are also our Directors, hold equity interests in our Company.We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see

"*Our Management – Interest of Directors*" and "*Our Promoters and Promoter Group– Interest of Our Promoters*" on pages 230 and 247, respectively of this RHP.

62. Our Promoters and members of our Promoter Group will continue to retain control over our Company after completion of the Offer, which will allow them to influence the outcome of matters submitted for approval of our shareholders.

Following the completion of the Offer, our Promoters and members of our Promoter Group will continue to hold approximately [●] % of our post-Offer Equity Share capital. As a result, they will have the ability to significantly influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board of Directors and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our MOA and AOA, and any assignment or transfer of our interest in any of our licenses. We cannot assure you that our Promoters will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

63. We cannot assure payment of dividends on the Equity Shares in the future.

We have paid dividend in the past. Our ability to pay dividends in the future will depend upon our dividend policy, future results of operations, financial condition, cash flows, working capital requirements and capital expenditure requirements and other factors considered relevant by our directors and shareholders. Our ability to pay dividends may also be restricted under certain financing arrangements that we may enter into. We may also decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future.

External Risks

64. Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other eventscould materially and adversely affect our business.

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our businessand the price of the Equity Shares.

65. Changing laws, rules and regulations and legal uncertainties, including tax laws and regulations, may adversely affect our business and financial performance.

The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see *"Outstanding Litigation and Material Developments"* on page 433 of this RHP. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

Further, the GoI announced the union budget for Fiscal 2026, pursuant to which the Finance Act, 2025 (“Finance Act, 2025”), has introduced various amendments to taxation laws in India. There is no certainty on the impact of the Finance Act, 2025 and any amendments made to it in the future, may have on our business operations or the industry in which we operate. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. It may also lead to we incurring more expenses relating to compliance with such new requirements, which may require support from our management and other resources and failure to comply may adversely affect our business and results of operations.

66. A downgrade in ratings of India, may affect the trading price of the Equity Shares.

On May 29, 2024, S&P Global Ratings revised its outlook on India to positive from stable. At the same time, we affirmed our 'BBB-' long-term and 'A-3' short-term unsolicited foreign and local currency sovereign credit ratings. The transfer and convertibility assessment remains 'BBB+’. India’s sovereign ratings from S&P is ‘BBB-’ with a “stable” outlook. Any further adverse revisions to India’s credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas financing. A downgrading of India’s credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

67. Changes or a downturn in economic conditions, in our principal markets, may affect consumer spending, including on our products.

Our revenues and results of operations are impacted by global economic conditions at regular interval, as well as the specific economic conditions of the market. Such conditions include levels of employment, cost, revenue, inflation or deflation, real disposable income, interest rates, taxation, currency exchange rates, stock market performance, supply and demand chain, value of raw materials, the availability of consumer credit, levels of consumer debt, consumer confidence, consumer perception of economic conditions and consumer willingness to spend, all of which are beyond our control at all times. An economic downturn or an otherwise uncertain economic outlook in our principal markets, in anyother markets in which, we may operate in the future, or on a global scale could adversely affect our consumer spending habits and traffic, which could have a material adverse effect on our business, results of operations and financial condition.

68. Our business is dependent on the Indian economy. Any adverse development or slowdown in Indian economy may have an adverse impact on our business, results of operations and financial condition.

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by central or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise.

There have been periods of slowdown in the economic growth of India. India’s economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in currency exchange rates. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our equipment for our services and, as a result, on our business and financial results.

69. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI or in the alternate, the pricing is in compliance with the extant provisions of the SEBI Regulations. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure investors that any required approval from the RBI or any other Government agency can be obtained on any terms or at all.

In terms of Press Note 3 of 2020, dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), the foreign direct investment policy has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the GoI. Further, in the event of a transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the GoI. Furthermore, on April 22, 2020, the Ministry of Finance, GoI has also made a similar amendment to the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

70. Investors may be subject to taxes arising out of capital gains on the sale of our Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India, in addition to payment of STT, at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Such long-term capital gains exceeding ₹125,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess). STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Furthermore, any gain realized on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to short-term capital gains tax at a higher rate compared to the transaction where STT has been paid in India. Capital gains arising from the sale of our Equity Shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. As a result, subject to any relief available under an applicable tax treaty or under the laws of their own jurisdictions, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of our Equity Shares. Investors and Bidders are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. We cannot predict whether any amendments will be made to the concerned relevant Finance Act or any subsequent Finance Bills that would have an adverse effect on our business, results of operations and financial condition. Unfavourable changes in or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Additionally, the Finance Act, 2020 does not require dividend distribution tax to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2021, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Historically, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

71. Political changes could adversely affect economic conditions in India.

Our Company is incorporated in India and derives the majority of its revenue from operations in India and the majority of its assets are located in India. Consequently, our performance and the market price of the Equity Shares may be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

a. the macroeconomic climate, including any increase in Indian interest rates or inflation;
b. any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
c. any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
d. prevailing income conditions among Indian customers and Indian corporations;
e. epidemic, pandemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;
f. volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
g. changes in India's tax, trade, fiscal or monetary policies;
h. political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
i. occurrence of natural or man-made disasters;
j. prevailing regional or global economic conditions, including in India's principal export markets;
k. other significant regulatory or economic developments in or affecting India or its consumption sector;
l. international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
m. protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements;
n. logistical and communications challenges;
o. downgrading of India's sovereign debt rating by rating agencies;
p. difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis; and
q. being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additionalcosts to do so.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy,could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

72. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia, Middle East and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the worldcould have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows.

Furthermore, economic developments globally can have a significant impact on our principal markets of India and the Middle East. Concerns related to a trade war between large economies may lead to increased riskaversion and volatility in global capital markets and consequently have an impact on the Indian economy.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. These factors may also result in a slowdown in India's export growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measuresdesigned to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intendedstabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation.

These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

73. If inflation rises in India, increased costs may result in a decline in profits.

Inflation rates in India have been volatile in recent years, and such volatility may continue. Increasing inflation inIndia could cause a rise in the costs of rent, wages, raw materials and other expenses. If we are unable to increaseour revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows.

74. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS** and **U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.

Our Restated Consolidated Financial Informationfor the Fiscal 2025, Fiscal 2024 and Fiscal 2023 included in this Red Herring Prospectus are presented in conformity with Ind AS, in each case restated in accordance with the requirements of Section 26 of part I of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectus (Revised 2019)" issued by the ICAI. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which the Restated Consolidated Financial Information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Persons not familiar with Ind AS should limit their reliance on the financial disclosures presented inthis Red Herring Prospectus.

75. Our business and activities may be regulated by the Competition Act, 2002 and proceedings may be enforced against us.

The Competition Act, 2002, or the Competition Act seeks to prevent business practices that have a material adverse effect on competition in India. Under the Competition Act, any arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause a material adverse effect on competition in India is void and attracts substantial monetary penalties. Any agreement that directly or indirectly determines purchase or sale prices, limits or controls production, shares the market by way of geographical area, market or number of customers in the market is presumed to have a material adverse effect on competition in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusiveconduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the effect of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or theagreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, results of operations and prospects.

Risks Related to the Offer

76. After the Offer, the price of the Equity Shares may become highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares may fluctuate after the Offer as a result of several factors, including: volatility in the Indian and global securities market; our operations and performance; performance of our competitors; adverse media reports about us or the industry we operate in generally; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal regulations. There has been no public marketfor the Equity Shares of our Company and the price of the Equity Shares may fluctuate after the Offer.

If the stock price of the Equity Shares fluctuates after the Offer, investors could lose a significant part of their investment. As of the date of this Red Herring Prospectus, there is no market for the Equity Shares. Following the Offer, the Equity Shares are expected to trade on the Stock Exchanges. There can be no assurance that active trading in the Equity Shares will develop after the Offer or, if such trading develops, that it will continue. Investors might not be able to sell the

Equity Shares rapidly at the quoted price if there is no active trading in the Equity Shares.

77. The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.

The initial public offering price will be determined by the Book Building Process and may not be indicative of prices that will prevail in the open market following the Offer. The market price of the Equity Shares may be influenced by many factors, some of which are beyond our control, including:

a. the failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
b. the activities of competitors and suppliers;
c. future sales of the Equity Shares by our Company or our shareholders;
d. investor perception of us and the industry in which we operate;
e. our quarterly or annual earnings or those of our competitors;
f. developments affecting fiscal, industrial or environmental regulations;
g. the public's reaction to our press releases and adverse media reports; and
h. general economic conditions.

As a result of these factors, investors may not be able to resell their Equity Shares at or above the initial public offering price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above theOffer Price.

78. Investors may have difficulty enforcing foreign judgments against our Company or our management.

Our Company is a public limited company incorporated under the laws of India. All our directors and executive officers are residents of India. All of our Company's assets and the assets of our directors, and executive officers' resident in India are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons outside India or to enforce judgments obtained against our Company or such parties outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of the Code of Civil Procedure, 1908 ("CPC"), on a statutory basis. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displacedby proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior court, within themeaning of that Section, in any country or territory outside of India which the GoI has by notification declared tobe in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. Some jurisdictions including the United Kingdom, UAE, Singapore and Hong Kong have been declared by the GoI to be reciprocating countries for the purposes of Section 44A of the CPC.

Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the FEMA to execute such a judgment or to repatriate any amount recovered.

79. Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, 2013 a company incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new Equity Shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have votedon such resolution. However, if the law of the jurisdiction that investors are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, they will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to investors. To the extent that investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares, they may suffer future dilution of their ownership position and their proportional interests in us would be reduced.

80. There is no guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all.

In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all.

81. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Bidders are not permitted to withdraw their Bids after the Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non–Institutional Bidders are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. While we are required to complete Allotment, within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

82. The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through the book building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

SECTION III – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares[(1)]	Up to [●] Equity Shares of face value ₹ 5/- each, aggregating up to ₹ [●] million
***of which*:**	
Fresh Offer [(1)]	Up to [●] Equity Shares of face value ₹ 5/- each, aggregating up to ₹ 975.20 million
Offer for Sale[(2)]	Up to 4,640,000 Equity Shares of face value ₹ 5/- each, aggregating up to ₹ [●] million by the Promoter Selling Shareholders
The Offer comprises of:	
A) QIB Portion [(3)(4)(5)]	Not more than [●] Equity Shares of face value ₹ 5/- each aggregating to ₹ [●] million
***of which*:**	
(i) Anchor Investor Portion	Up to [●] Equity Shares of face value ₹ 5/- each
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value ₹ 5/- each
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares of face value ₹ 5/- each
(b) Balance for all QIBs including MutualFunds	Up to [●] Equity Shares of face value ₹ 5/- each
B) Non-Institutional Portion	Not less than [●] Equity Shares of face value ₹ 5/-each
Of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹ 1.00 million	Upto [●] Equity Shares of face value ₹ 5/-each
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1.00 million	Upto [●] Equity Shares of face value ₹ 5/- each
C) Retail Portion	Not less than [●] Equity Shares of face value ₹ 5/-each
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Red Herring Prospectus)	57,789,204 Equity Shares of face value ₹ 5/-each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹ 5/- each
Use of Net Proceeds	See "*Objects of the Offer*" on page 105 for information on the use of net proceeds arising from the Fresh Offer. Our Company will not receive any proceeds from the Offer for Sale.

[(1)] *The Offer has been authorized by a resolution of our Board dated June 17, 2025 and special resolution of our Shareholders dated September 10,* 2024.

[(2)] *The Promoter Selling Shareholders jointly and severally have confirmed that their respective portions of the Offered Shares have been held by them for a period of at least one year prior to filing of this Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholders have approved the transfer of up to 4,640,000 of face value ₹ 5/-each Equity Shares vide their consent letters dated June 17, 2025.*

[(3)] *Our Company in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be addedto the Net QIB Portion. 5%*

of the Net QIB Portion shall be available for allocation on a proportionate basis to MutualFunds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For further details, see "Offer Procedure" on page 470.

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill- over from any other category or combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law. In the event of an under-subscription in the Offer, (i) the Equity Shares in the Fresh Offer will be issued prior to the sale of Equity Shares through the Offer for Sale to meet the minimum subscription of 90% of the Fresh Offer. Additionally, even if the minimum subscription to the Fresh Offer is reached, the Equity Shares in the remaining portion of the Fresh Offer will be issued prior to the Equity Shares being offered as part of the Offer for Sale;*

(5) *Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Investors and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹ 0.20* million*, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details, see "Offer Procedure" beginning on page 470.*

For further details, including in relation to grounds for rejection of Bids, refer to "*Offer Procedure*" and "*Offer Structure"* on pages 470 and 490, respectively. For further details of the terms of the Offer, see "*Terms of the Offer*" on page 462.

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

Restated Consolidated Statement of Assets and Liabilities				
				(In Million)
Particulars		Fiscal 2025	Fiscal 2024	Fiscal 2023
A.	ASSETS			
(1)	Non-current assets			
	(a) Property, Plant and Equipment	111.72	125.46	135.56
	(b) Capital work-in-progress	-	-	-
	(c) Right-of-Use Assets	3.03	4.27	2.40
	(d) Investment Property	131.94	149.85	148.59
	(e) Goodwill	-	-	-
	(f) Other Intangible assets	0.03	0.09	0.23
	(g) Financial Assets			
	i) Loans	112.50	59.32	15.82
	ii) Other financial assets	44.42	102.84	140.90
	(h) Deferred tax assets (net)	1.47	1.34	(0.61)
	Total Non-Current assets	**405.11**	**443.17**	**442.89**
(2)	**Current assets**			
	(a) Inventories	866.02	697.84	604.64
	(b) Financial Assets			
	i) Trade receivables	398.29	272.35	229.55
	ii) Cash and cash equivalents	92.55	168.48	38.00
	iii) Bank balances other than cash and cash equivalents	56.15	64.35	50.80
	iv) Other financial assets	316.11	323.35	115.19
	(c) Current Tax Assets (net)	24.71	18.42	26.66
	(d) Other current assets	156.68	38.38	58.17
	Total Current assets	**1,910.51**	**1,583.17**	**1,123.01**
	TOTAL ASSETS	**2,315.62**	**2,026.34**	**1,565.90**
B.	**EQUITY AND LIABILITIES**			
(1)	**Equity**			
	(a) Equity Share capital	288.95	96.32	96.32
	(b) Other Equity	839.41	835.38	644.91
	Total Equity attributable to equity holders of the parent	**1,128.36**	**931.70**	**741.23**
	Non-controlling Interests	48.86	70.15	6.88
		48.86	**70.15**	**6.88**
	Total Equity	**1,177.22**	**1,001.85**	**748.11**
	Liabilities			
(1)	**Non-current liabilities**			

	(a) Financial liabilities			
	i) Borrowings	130.67	84.35	197.20
	ii) Lease liabilities	1.35	3.00	2.26
	iii) Other non-current liabilities	-	-	-
	(b) Long term provisions	3.71	3.58	4.30
	Total non-current liabilities	**135.73**	**90.93**	**203.76**
(2)	**Current liabilities**			
	(a) Financial liabilities			
	i) Borrowings	587.48	611.87	436.40
	ii) Lease liabilities	1.65	1.47	0.42
	iii) Trade payables			
	- total outstanding dues of micro enterprises and small enterprises	64.04	5.68	6.12
	- total outstanding dues of creditors other than micro enterprises and small enterprises	90.22	136.58	67.05
	iv) Other financial liabilities	204.57	152.50	85.04
	(b) Other current liabilities	38.74	9.46	12.29
	(c) Provisions	15.97	16.00	6.71
	Total current liabilities	**1,002.67**	**933.56**	**614.03**
	Total Liabilities	**1,138.40**	**1,024.49**	**817.79**
	TOTAL EQUITY AND LIABILITIES	**2,315.62**	**2,026.34**	**1,565.90**

Restated Consolidated Statement of Profit and Loss				
(All amounts in Million ₹ unless otherwise stated)				
Particulars		Fiscal 2025	Fiscal 2024	Fiscal 2023
	INCOME			
I	Revenue from operations	4,957.15	5,734.54	4,551.33
II	Other income	87.63	31.22	17.00
III	**TOTAL INCOME**	**5,044.78**	**5,765.76**	**4,568.33**
IV	**EXPENSES**			
	Operating costs	4,658.63	5,263.92	4,098.29
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	(168.18)	(93.20)	(0.48)
	Employee benefits expense	108.70	132.61	126.73
	Finance costs	74.35	90.25	73.86
	Depreciation and amortization expense	23.95	26.11	25.09
	Other expenses	44.78	46.79	49.92
	TOTAL EXPENSES	**4,742.23**	**5,466.48**	**4,373.41**
V	**Restated profit before tax (III-IV)**	**302.55**	**299.28**	**194.92**
VI	**Tax expense**:			
	Current tax	78.70	86.85	57.91
	Adjustments of tax relating to earlier periods	(0.02)	0.24	0.08
	Deferred tax charge/ (credit)	(0.11)	(1.95)	(1.07)
	Total tax expense (VI)	78.57	**85.14**	**56.92**
VII	**Restated profit for the year (V-VI)**	**223.98**	**214.14**	**138.00**
VIII	**Other comprehensive income**			
	A. (i) Items that will not be reclassified subsequently to profit or loss	(0.06)	(0.02)	0.37
	(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss	0.02	0.01	(0.09)
	B. (i) Items that will be reclassified subsequently to profit or loss	-	-	-
	(ii) Income tax relating to items that will be reclassified subsequently to profit or loss	-	-	-
	Restated total other comprehensive income/(expense) for the year (net of tax) (VIII)	(0.04)	(0.01)	0.28
IX	**TOTAL COMPREHENSIVE INCOME FOR THE YEAR (NET OF TAX) (VII+ VIII)**	**223.94**	**214.13**	**138.28**
X	Restated Profit for the year attributable to:			

	- Owners of the company	196.70	189.62	117.12
	- Non-controlling interest	27.28	24.52	20.88
XI	Restated other comprehensive income attributable to:			
	- Owners of the company	(0.04)	(0.01)	0.28
	- Non-controlling interest	-	-	-
XII	Restated total comprehensive income attributable to:			
	- Owners of the company	196.66	189.61	117.40
	- Non-controlling interest	27.28	24.52	20.88
XIII	Earnings per equity share			
	Basic (in Rs.)	3.40	3.28	2.03
	Diluted (in Rs.)	3.40	3.28	2.03

Restated Consolidated Statement of Cash Flows							
							(In Million)
S.No	Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
A.	CASH FLOW FROM OPERATING ACTIVITIES						
	Restated profit before tax		302.55		299.28		194.92
	Adjustments for:						
	Depreciation and amortization expense	23.95		26.11		25.09	
	Interest expense on lease liabilities	0.38		0.48		0.26	
	Other finance costs	73.97		89.77		73.60	
	Interest income	(21.24)		(16.34)		(6.77)	
	Land lease income	(0.39)		(0.37)		(0.36)	
	Profit on sale of investment properties	(28.42)		(0.57)		(0.66)	
	(Profit) / Loss on sale of Property, Plant and Equipment	(3.38)		4.04		0.42	
	Remeasurement of Defined Benefit Plans	(0.06)	44.81	(0.02)	103.10	0.27	91.85
	Operating Restated Profit before Working Capital Changes		347.36		402.38		286.77
	Net change in:						
	Inventories	(168.18)		(93.19)		(0.49)	
	Trade receivables	(125.95)		(42.80)		(59.67)	
	Other financial assets	7.24		(208.17)		40.85	
	Other current assets	(118.30)		19.79		(13.11)	
	Trade payables	12.00		69.10		(133.46)	
	Other financial liabilities	52.07		67.47		4.97	
	Other current liabilities	29.28		(2.83)		(25.66)	
	Short term provisions	(0.03)	(311.87)	9.30	(181.33)	(9.71)	(196.28)
	Cash generated from/ (used in) Operations		**35.49**		**221.05**		**90.49**
	Direct Taxes Paid (Net)		84.98		78.86		48.98
	Net Cash generated from/ (used in) Operating Activities		**(49.49)**		**142.19**		**41.51**
B.	CASH FLOW FROM INVESTING ACTIVITIES						
	Purchase of Property, Plant and Equipment and Other Intangible assets		(16.88)		(33.96)		(24.71)
	Proceeds from sale of Property, Plant and Equipment		11.36		15.24		10.79
	Purchase of Investment Property		(2.60)		(3.79)		-
	Proceeds from sale of Investment Property		48.93		3.10		3.19
	Movement in other long term		(53.18)		(43.50)		(15.82)

	loans and advances						
	Movement in other non-current assets		58.42		38.07		(0.33)
	Investment in Fixed Deposits		100.96		(90.88)		6.52
	Movement in Non-controlling interests		(48.55)		38.74		(23.01)
	Interest Income		21.24		16.34		6.77
	Land Lease Income		0.39		0.37		0.36
	Net Cash generated from/ (used in) Investing Activities		**120.09**		**(60.27)**		**(36.24)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**						
	Proceeds/ (Repayment) of Long term borrowings		46.32		(112.00)		5.27
	Proceeds/ (Repayment) of Short term borrowings		(24.39)		175.46		60.18
	Proceeds/ (Repayment) of Other financial liabilities		-		-		(1.51)
	Movement in Long term provisions		0.13		(0.72)		0.06
	Payment of Lease Liabilities including Interest thereon		(1.85)		(1.74)		(0.64)
	Other Finance Costs		(73.97)		(89.77)		(73.60)
	Net Cash generated from/ (used in) Financing Activities		**(53.76)**		**(28.77)**		**(10.24)**
	NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS [A+B+C]		16.84		53.15		(4.97)
	Cash and cash equivalents at the beginning of the year		65.25		12.10		17.07
	Cash and cash equivalents at the end of the year		**82.09**		**65.25**		**12.10**
	Components of cash and cash equivalents as at the year end:						
	Balance with Banks in Current Accounts		75.29		57.92		11.00
	Cash on Hand		6.80		7.33		1.10
			82.09		**65.25**		**12.10**

GENERAL INFORMATION

Our Company was originally formed as a partnership firm with effect from December 25, 1994 pursuant to partnership deed dated January 05, 1995 under the name "M/s Highway Enterprises" at Indore, Madhya Pradesh, India under the Partnership Act, 1932.

Subsequently, the partnership firm was converted into a joint stock company and was registered as a private limited company, in the name and style 'Highway Infrastructure Private Limited', under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated on February 10, 2006, issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh at Gwalior. Subsequently, pursuant to a special resolution passed by our shareholders at an extra-ordinary general meeting held on April 25, 2018, our Company was converted from a private limited company to a public limited company and the name of our Company was changed to 'Highway Infrastructure Limited' and fresh certificate of incorporation consequent to change of name was issued by the Registrar of Companies, Madhya Pradesh at Gwalior ("**RoC**") on May 04, 2018.

Corporate Identity Number: U45203MP2006PLC018398

Company Registration Number: 018398

Registered Office*:*

Highway infrastructure Limited
57-FA, Scheme No. 94,
Pipliyahana Junction,
Ring Road, Indore - 452016
Madhya Pradesh, India.

For details in relation to the changes in the registered office of our Company, see "*History and Certain corporate Matters - Changes in our registered office*" on page 218.

Address of the Registrar of Companies

Our Company is registered with the RoC situated at the following address:

The Registrar of Companies, Madhya Pradesh at Gwalior
3rd Floor, 'A' Block,
Sanjay Complex, Jayendra Ganj,
Gwalior - 474009 Madhya Pradesh, India.

Board of Directors

Our Board comprises the following Directors as on the date of filing of this Red Herring Prospectus:

Name	Designation	DIN	Address
Arun Kumar Jain	Managing Director	00006132	277-278, Greater Brijeshwari Pipliyahana, near Kothari College, Indore Kanadia Road, Indore – 452016 Madhya Pradesh, India.
Anoop Agrawal	Whole-time director	00006120	73-74, Goyal Nagar, Tilaknagar, Indore – 452018 Madhya Pradesh, India.
Riddharth Jain	Non-Executive Director	09130443	277-278, Greater Brijeshwari Pipliyahana, near Kothari College, Indore Kanadia Road, Indore – 452016 Madhya Pradesh, India.
Om Prakash Shrivastava	Independent Director	10173322	215, Goyal Vihar, Near Ganesh Temple, Khajrana, Kanadia, Indore-452016 Madhya Pradesh, India
Ujjwal Kumar Ghosh	Independent Director	07820501	ED-119, Ring Road, Scheme no. 94D, Khajrana, Indore – 452016 Madhya Pradesh, India.

Name	Designation	DIN	Address
Ritika Agrawal	Independent Director	10671178	150-151, Goyal Nagar, Bengali Square, Indore-452018 Madhya Pradesh, India

For brief profiles and further details of our Directors, see "*Our Management – Brief profile of our Directors*" on page 227.

Company Secretary and Compliance Officer
Palak Rathore
57-FA, Scheme No. 94,
Pipliyahana Junction,
Ring Road, Indore- 452016
Madhya Pradesh, India.
Telephone: +91- 731 4047177
E-mail: cs@highwayinfrastructure.in

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Offer in case of any pre-Offer or post-Offer related matters, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary(ies) where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Book Running Lead Manager giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Manager

Pantomath Capital Advisors Private Limited
Pantomath Nucleus House Saki Vihar Road
Andheri East, Mumbai – 400 072
Maharashtra, India.
Telephone: 1800 889 8711
E-mail: highway.ipo@pantomathgroup.com
Investor Grievance ID: investors@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Amit Maheshwari
SEBI Registration Number: INM000012110

Statement of inter-se allocation of responsibilities of the BRLM

Pantomath Capital Advisors Private Limited is the sole Book Running Lead Manager to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them.

Syndicate Members

Asit. C. Mehta Investment Interrmediates Limited
Pantomath Nucleus House, Saki Vihar Road,
Andheri East, Mumbai - 400072
Maharashtra, India
Tel: +91 22 67878997
Mob: +91 9892288852
E-mail: twinkle.raval@acm.co.in , compliance@acm.co.in .
Investor Grievance e-mail: investorgrievance@acm.co.in
Website: https://www.investmentz.com
Contact Person: Mrs. Twinkle Raval
SEBI Registration No: INZ000186336

Legal Counsel to the Offer

ALMT Legal
R.F. Building
No.2, Lavelle Road
Bengaluru-560001
Karnataka, India
Email: ecm@almtlegal.com
Tel: +91 80 4016 0000

Statutory Auditor to our Company

M/s Anil Kamal Garg & Company
97, Jaora Compound,
Indore - 452001
Madhya Pradesh, India
Telephone: +91 9300428080
Email: anilgarg_ca@yahoo.com
Firm Registration Number: 004186C
Peer review number: 015795

Independent Chartered Accountant to our Company
R K Jagetiya & Co.
B-303, Eklavya CHSL, N L Complex Dahisar East,
Mumbai-400068 Maharashtra, India
Telephone: +91 9820800926
Email: rkjagetiyaco@gmail.com
Firm Registration Number: 146264W
Peer review number: 017355

Changes in Statutory Auditors

There has been no change in our statutory auditors in the three years preceding the date of this Red Herring Prospectus except as mentioned below:

Sr. No.	Particulars of the Auditors	Date of Change	Reason
1.	**Sarda Kasat & Co** 21/4 Sakar Bhavan, Ratlam Kothi Indore- 452001 Madhya Pradesh India **Telephone:** 0731- 2510073 **Email:** sakarconsultants@yahoo.com **Firm Registration Number:** 09053C **Membership Number:** 073348	August 10, 2022	Resigned due to pre-occupation.
2.	**M/s Anil Kamal Garg & Company** 97, Jaora Compound, Indore - 452001 Madhya Pradesh, India **Telephone**: +91 9300428080 **Email**:anilgarg_ca@yahoo.com **Firm Registration Number**: 004186C **Peer review number**: 015795	August 10, 2022	Appointed as Statutory Auditor to fill casual vacancy
3.	**M/s Anil Kamal Garg & Company** 97, Jaora Compound, Indore - 452001 Madhya Pradesh, India **Telephone**: +91 9300428080 **Email**: anilgarg_ca@yahoo.com **Firm Registration Number**: 004186C **Peer review number**: 015795	September 29, 2022	Appointed as Statutory Auditor for 5 years

Registrar to the Offer

Bigshare Services Private Limited

Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai - 400093
Maharashtra, India
Telephone No.: +91 22 6263 8200
E-mail: ipo@bigshareonline.com
Investor Grievance E-mail: investor@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Vinayak Morbale
SEBI Registration Number: INR000001385

Banker(s) to the Offer

Escrow Collection Bank, Refund Bank and Sponsor Bank

Axis Bank Limited
Axis House, 6th Floor, C-2, Wadia International Centre,
Pandurang Budhkar Marg, Worli,
Mumbai – 400 025 Maharashtra, India
E-mail: Mangesh1.Bhosle@axisbank.com
Website: www.axisbank.com
Contact Person: Vishal M. Lade
SEBI Registration No: INBI00000017

Public Offer Account Bank and Sponsor Bank

HDFC Bank Limited
FIG-OPS Department – Lodha, I think Techno Campus,
O-3 Level, Next to Kanjurmarg Railway Station,
Kanjurmarg (East), Mumbai – 400042
Maharashtra, India
Tel: +91 22 30752929/ +91 22 30752928/ +91 22 30752914
Fax: +91 22 25799801
E-mail: Siddharth.jadhav@hdfcbank.com/ Sachin.gawde@hdfcbank.com/ eric.bacha@hdfcbank.com/ tushar.gavankar@hdfcbank.com/ pravin.teli2@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Siddharth Jadhav/ Sachin Gawade/ Eric Bacha/ Tushar Gavankar/ Pravin Teli
SEBI Registration No: INBI00000063

Bankers to our Company

Axis Bank Limited
1, Kamal Palace, Y.N. Road,
Indore-452001 Madhya Pradesh, India.
Telephone: +91 8878800431
Contact Person: Amit Pandit
Website: www.axisbank.com
Email: indore.branchhead@axisbank,com

Designated Intermediaries

Registrar and Share Transfer Agent - The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 defines registrars or transfer agents as institutions that register and keep full records of investor transactions for mutual fund firms' convenience.

Collecting Depository Participants (CDP) - CDPs act as a link between depositories and the investors who hold securities. A CDP is an entity registered with the Securities and Exchange Board of India (SEBI) and is associated with either the CDSL or the NSDL or both.

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidders using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any other website prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any other website prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com and https://www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10 and Stock Exchanges at https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures or any such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.html, or any such other websites as updated from time to time.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated July 23, 2025 from the Statutory Auditor, namely, M/s. Anil Kamal Garg & Company , Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated June 19, 2025 on the Restated Consolidated Financial Information; and (ii) their report dated July 23, 2025 on the statement of possible special tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated July 15, 2025 from the Independent Chartered Accountant, namely, R K Jagetiya & Co., Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Independent Chartered Accountant and certificates provided.

Monitoring Agency

Our Company has appointed a monitoring agency for monitoring the utilisation of the Net Proceeds from the Fresh Offer. For further details in relation to the proposed utilisation of the Gross Proceeds, see "*Objects of the Offer*" on page 105.

Infomerics Valuation and Rating Ltd
Flat No. 104/108, First Floor, Golf Apartments, Sujan Singh Park,
New Delhi – 110003 India.
Tel: +91 8929802923
E-mail: Pranjan@infomerics.com
Website: www.infomerics.com
Contact Person: Priye Ranjan V.
SEBI Registration Number: IN/CRA/007/2015

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

IPO Grading

No credit rating agency registered with the SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As this is an offer of Equity Shares, no debenture trustee has been appointed for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of the Draft Red Herring Prospectus

A copy of the Draft Red Herring Prospectus has been filed electronically on the SEBI's online portal at https://siportal.sebi.gov.in, in accordance with SEBI master circular bearing reference no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, as specified in Regulation 25(8) of SEBI ICDR Regulations. It has also been filed with SEBI at:

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
Maharashtra, India

A copy of this Red Herring Prospectus, along with the material contracts and documents is required to be filed under Section 32 of the Companies Act, 2013 will be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC at its office, and through the electronic portal. For details of the address of the RoC, see *"General Information-Address of the Registrar of Companies*" on page 81.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company in consultation with the BRLM, and if not disclosed in this Red Herring Prospectus, will be advertised all editions of Business Standard, an English national daily newspaper and all editions of Business Standard, a Hindi national daily newspaper and editions of Nava Bharat, a Hindi daily newspaper (Hindi being the regional language of Indore, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer

Price shall be determined by our Company in consultation with the BRLM, after the Bid/Offer Closing Date. For further details, see "*Offer Procedure*" on page 470

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Except for Allocation to RIBs, Non-Institutional Bidders and the QIBs in the Net QIB Portion, Allocation in the Offer will be on a proportionate basis. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) and Non-Institutional Investors will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For further details, see "*Terms of the Offer*" and "*Offer Procedure*" on pages 462 and 470 respectively.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to: (i) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment within three Working Days of the Bid/Offer Closing Date or such other time period as prescribed under applicable law, and (ii) acknowledgment of the RoC for filing of the Prospectus with the RoC.

For further details on the method and procedure for Bidding, see "*Terms of the Offer*", "*Offer Procedure*" and "*Offer Structure*" on pages 462, 470 and 490, respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. The Promoter Selling Shareholders has specifically confirmed that they will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to the Promoter Selling Shareholders, in relation to the Offered Shares. In this regard, our Company and the Promoter Selling Shareholders have appointed the BRLM to manage this Offer and procure Bids for this Offer.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure*" on page 470.

Underwriting Agreement

The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus. After the determination of the Offer Price but prior to the filing of the Prospectus with the RoC, our Company and the Promoter Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)

Name, Address, Telephone Number and Email Address of the Underwriters	Indicative Number of Equity Shares of face value ₹ 5/- each to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

[●]	[●]	[●]

The above-mentioned is indicative underwriting amount and will be finalised after determination of Offer Price and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/ IPO Committee, at its meeting held on [●] accept and enter into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Red Herring Prospectus is set out below:

Sr. No.	Particulars	Aggregate value at face value (₹)	Aggregate value at Offer Price (₹) *
A.	**AUTHORIZED SHARE CAPITAL**		
	80,000,000 Equity Shares of face value ₹ 5/- each	400,000,000	400,000,000
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	57,789,204 Equity Shares of face value ₹ 5/- each	288,946,020	[●]
C.	**PRESENT OFFER**		
	Offer of [●] Equity Shares of face value ₹5/- each aggregating to ₹ [●]		
	Of which -		
	(i) Fresh Offer: Fresh Offer of up to [●]* Equity Shares of face value ₹ 5/- each at a Premium of ₹ [●] each	[●]	[●]
	(ii) Offer for Sale Offer for sale of up to 4,640,000* Equity Shares of face value ₹ 5/- by the Promoter Selling Shareholders	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER***		
	[●] * Equity Shares of face value ₹ 5/- each [●] * Equity Shares of face value ₹ 5/- each at a Premium of ₹ [●] each	[●]	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		Nil
	After the Offer**		[●]

** To be included upon finalisation of the Offer Price.*
*** Subject to finalisation of Basis of Allotment, Allotment and deduction of Offer expenses.*

For details in relation to changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 219.

The Fresh Offer has been authorized by our Board of Directors pursuant to the resolution passed at their meeting dated June 17, 2025 and our Shareholders at their meeting dated September 10, 2024.

The Promoter Selling Shareholders have consented to participate in the Offer for Sale pursuant to their respective consent letters dated June 17, 2025 for a consolidated 4,640,000 Equity Shares of face value ₹ 5/- each. For further details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 448.

Notes to the Capital Structure

1. **Share Capital History of Our Company**

a) Equity Shares

The following table sets forth the history of Equity Share Capital of our Company:

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration	Nature of Allotment	Details of Allottee(s)			Cumulative number of Equity Shares	Cumulative paid-up Equity Share Capital (₹)
						S No.	Name of Allottee(s)	No. of Equity Shares Allotted		
Pursuant to conversion of partnership firm M/s Highway Enterprises into a private limited company 'Highway Infrastructure Private Limited'										
February 10, 2006	100,000	10	10	Other than Cash	On Subscription to MOA	1.	Vinod Kumar Jain	10,000	100,000	1,000,000
						2.	Arun Kumar Jain	35,000		
						3.	Anoop Agrawal	35,000		
						4.	Alok Agarwal	5,000		
						5.	Neetu Agrawal	5,000		
						6.	Rachna Agrawal	5,000		
						7.	Jyoti Jain	5,000		
February 11, 2006	202	10	20	Cash	Further Issue	1.	Ajay Tandon	100	100,202	1,002,020
						2.	Deepak Kumar Agrawal H.U.F	100		
						3.	Alok Agarwal	1		
						4.	Jyoti Jain	1		
February 11, 2006	537,792	10	20	Other than Cash*	Further Issue	1.	Vinod Kumar Jain	53,780	637,994	6,379,940
						2.	Arun Kumar Jain	188,227		
						3.	Anoop Agrawal	188,227		
						4.	Alok Agarwal	26,889		
						5.	Neetu Agrawal	26,890		
						6.	Rachna Agrawal	26,890		
						7.	Jyoti Jain	26,889		
February 14, 2009	83,400	10	60	Cash	Further Issue	1.	Arun Kumar Jain	36,700	721,394	7,213,940
						2.	Anoop Agrawal	36,700		
						3.	Prakash Chandra Jain	2,500		

						4.	Jitendra Singh Chouhan	2,500		
						5.	Ravi Prakash Bhati	2,500		
						6.	Rajesh Raghuvanshi	2,500		
July 31, 2009	68,500	10	80	Cash	Further Issue	1.	Anoop Agrawal	27,500	789,894	7,898,940
						2.	Neetu Agrawal	1,000		
						3.	Jyoti Jain	27,500		
						4.	Ravi Bansal	10,000		
						5.	Anil Joshi	2,500		
December 30, 2009	45,100	10	100	Cash	Further Issue	1.	Arun Kumar Jain	3,500	834,994	8,349,940
						2.	Anoop Agrawal	11,500		
						3.	Alok Agarwal	500		
						4.	Neetu Agrawal	500		
						5.	Rachna Agrawal	500		
						6.	Jyoti Jain	16,250		
						7.	Arun Jain HUF	2,250		
						8.	Lokendra Bagora	1,000		
						9.	Vikas Kumar Agrawal	100		
						10.	Sudhir Sharma	2,000		
						11.	Anil Kumar Patil	2,000		
						12.	Santosh Sahu	1,000		
						13.	Dilip Kumar Shrivastav	500		
						14.	Dilip Singh Thakur	1,500		
						15.	Sachin Kumar Rathore	500		
						16.	Gopal Joshi	1,000		
						17.	Mahendra Chouhan	500		
November 30, 2010	40,600	10	125	Cash	Further Issue	1.	Arun Kumar Jain	20,800	875,594	8,755,940
						2.	Anoop Agrawal	17,440		
						3.	Alok Agarwal	520		
						4.	Neetu Agrawal	520		
						5.	Rachna Agrawal	1,320		
March 16, 2018	8,755,940	10	Nil	-	Bonus Issue in the ratio of ten Equity Shares for every one Equity Share held	1.	Arun Kumar Jain	3,023,170	9,631,534	96,315,340
						2.	Anoop Agrawal	3,261,270		
						3.	Alok Agarwal	334,100		
						4.	Neetu Agrawal	428,100		
						5.	Rachna Agrawal	342,100		
						6.	Jyoti Jain	1,244,200		
						7.	Ajay Tandon	100		
						8.	Deepak Kumar Agrawal (Karta of Deepak Kumar Agrawal HUF)	100		
						9.	Om Prakash Gupta	100		

						10.	Tripat Kaur Arneja	100		
						11.	Ravi Bansal	100,000		
						12.	Arun Jain HUF	22,500		
						13.	Vikas Kumar Agrawal	100		
Pursuant to a resolution of our Board dated July 25, 2024 and Shareholders' resolution dated August 02, 2024, wherein each Equity Share of our Company of face value of ₹ 10/- each, fully paid-up, was sub-divided into two Equity Shares of face value of ₹ 5/- each and accordingly, 9,631,534 Equity Shares of our Company of face value of ₹10 each were sub-divided into 19,263,068 Equity Shares of face value of ₹ 5/- each.										
August 20, 2024	38,526,136	5**	Nil	-	Bonus Issue in the ratio of two Equity Shares for every one Equity Share held)	1.	Arun Kumar Jain	13,302,388	57,789,204**	288,946,020**
						2.	Anoop Agrawal	14,350,468		
						3.	Riddharth Jain	3,548,176		
						4.	Jyoti Jain	1,926,304		
						5.	Neetu Agrawal	1,884,520		
						6.	Alok Agarwal	1,470,040		
						7.	Rachna Agrawal	1,505,240		
						8.	Arun Jain HUF	99,000		
						9.	Ravi Bansal	440,000		

**On account of settlement of partners' current account balances in erstwhile partnership firm*

*** Pursuant to sub-division*

b. Preference Share Capital

As on the date of this Red Herring Prospectus, our Company has not issued any preference share capital.

All issuances of our securities since incorporation of our Company till date of filing of this Red Herring Prospectus are in compliance with the Companies Act, 1956 and Companies Act, 2013, as applicable and as amended from time to time.

2. Issue of Equity Shares at a price lower than the Offer Price in the last one year

Except for the bonus issuance as disclosed in this chapter, our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during the last one year.

3. Issue of shares for consideration other than cash or by way of bonus issue or out of its revaluation reserves

(i) As on the date of this Red Herring Prospectus, our Company has not issued any Equity Shares out of revaluation reserves since its incorporation.

(ii) Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash or by way of bonus issue as on the date of this Red Herring Prospectus, since incorporation:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Form of Consideration	Reasons for Allotment	Name of Allottee(s)	No. of Equity Shares Allotted	Benefits Accrued to our Company, if any
February 10, 2006	100,000	10	10	Other than Cash	Conversion of partnership into private limited company	Vinod Kumar Jain	10,000	Nil
						Arun Kumar Jain	35,000	
						Anoop Agrawal	35,000	
						Alok Agarwal	5,000	
						Neetu Agrawal	5,000	
						Rachna Agrawal	5,000	
						Jyoti Jain	5,000	
February 11, 2006	537,792	10	20	Other than Cash	Settlement of partners' current account balances in erstwhile partnership firm.	Vinod Kumar Jain	53,780	To meet business requirements
						Arun Kumar Jain	188,227	
						Anoop Agrawal	188,227	
						Alok Agarwal	26,889	
						Neetu Agrawal	26,890	
						Rachna Agrawal	26,890	
						Jyoti Jain	26,889	
March 16, 2018	8,755,940	10	Nil	Bonus Issue	Bonus issue in the ratio of Ten Equity Shares for every one Equity Share held	Arun Kumar Jain	3,023,170	Nil
						Anoop Agrawal	3,261,270	
						Alok Agarwal	334,100	
						Neetu Agrawal	428,100	

						Rachna Agrawal	342,100	
						Jyoti Jain	1,244,200	
						Ajay Tandon	100	
						Deepak Kumar Agrawal (Karta of Deepak Kumar Agrawal HUF)	100	
						Om Prakash Gupta	100	
						Tripat Kaur Arneja	100	
						Ravi Bansal	100,000	
						Arun Jain HUF	22,500	
						Vikas Kumar Agrawal	100	
August 20, 2024	38,526,136	5^	Nil	Bonus Issue	Bonus issue in the ratio of two Equity Shares for every one Equity Share held	Arun Kumar Jain	13,302,388	Nil
						Anoop Agrawal	14,350,468	
						Riddharth Jain	3,548,176	
						Jyoti Jain	1,926,304	
						Neetu Agrawal	1,884,520	
						Alok Agarwal	1,470,040	
						Rachna Agrawal	1,505,240	
						Arun Jain HUF	99,000	
						Ravi Bansal	440,000	

^Pursuant to sub-division

4. Issue of Equity Shares pursuant to schemes of arrangement

Our Company has not allotted any Equity Shares in terms of any scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013, as applicable.

5. Issue of Equity Shares under employee stock option schemes

Our Company does not have any employee stock option schemes as on the date of this Red Herring Prospectus.

6. History of build-up, Promoters' contribution and lock-in of Promoters' shareholding

a. ***Build-up of the shareholding of our Promoters in our Company***

As on the date of this Red Herring Prospectus, our Promoters, along with our Promoter Group hold 54,871,344 Equity Shares, equivalent to 94.95% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding the shareholding of our Promoters since incorporation of our Company is set forth in the table below:

Date of allotment/ transfer	Reason/ Nature of transaction	Number of Equity Shares	Nature of consideration	Face value (₹)	Issue price/ Transfer price per Equity Share (₹)	% of pre-Offer capital*	% of post-Offer capital
Arun Kumar Jain							
On Incorporation	Initial Subscription to MOA	35,000	Other than Cash	10	10	0.12	[●]
February 11, 2006	Further Allotment	188,227	Other than Cash	10	20	0.65	[●]
December 10, 2006	Share Transfer from Vinod Kumar Jain	10,000	Gift	10	NA	0.03	[●]
February 14, 2009	Further Allotment	36,700	Cash	10	60	0.13	[●]
December 30, 2009	Further Allotment	3,500	Cash	10	100	0.01	[●]
November 30, 2010	Further Allotment	20,800	Cash	10	125	0.07	[●]
February 21, 2015	Share Transfer from Anil Joshi	2,000	Cash	10	150	0.01	[●]
November 24, 2017	Share Transfer from Vinod Kumar Jain	5,000	Gift	10	NA	0.02	[●]
January 30, 2018	Share Transfer from Ajay Tandon	90	Cash	10	500	Negligible	[●]
January 30, 2018	Share Transfer from Lokendra Bagora	1,000	Cash	10	500	Negligible	[●]
March 16, 2018	Bonus Issue	3,023,170	Bonus	10	Nil	10.46	[●]
July 02, 2024	Share Transfer from Ajay Tandon	110	Cash	10	750	Negligible	[●]
Pursuant to a resolution of our Board dated July 25, 2024 and Shareholders' resolution dated August 02, 2024, wherein each Equity Share of our Company of face value of ₹ 10/- each, fully paid-up, was sub-divided into two Equity Shares of face value of ₹ 5/- each, accordingly, 3,325,597 Equity Shares of our Company of face value of ₹10/- each were sub-divided into 6,651,194 Equity Shares of face value of ₹ 5/- each.							
August 20, 2024	Bonus Issue	1,33,02,388	Bonus	5*	Nil	23.02	[●]
Total		**1,99,53,582**				**34.53**	**[●]**
Anoop Agrawal							
On Incorporation	Initial Subscription to MOA	35,000	Other than Cash	10	10	0.12	[●]
February 11, 2006	Further Allotment	188,227	Other than Cash	10	20	0.65	[●]
February 14, 2009	Further Allotment	36,700	Cash	10	60	0.13	[●]
March 19, 2009	Share Transfer to Tripat Kaur	100	Cash	10	60	Negligible	[●]
July 31, 2009	Further Allotment	27,500	Cash	10	80	0.10	[●]
December 30, 2009	Further Allotment	11,500	Cash	10	100	0.04	[●]
November 30, 2010	Further Allotment	17,440	Cash	10	125	0.06	[●]
February 21, 2015	Share Transfer from Anil Joshi	500	Cash	10	150	Negligible	[●]
October 05, 2015	Share Transfer from Rajesh Raghuvanshi	2,500	Cash	10	200	0.01	[●]
January 30, 2018	Share Transfer from Deepak Kumar Agrawal HUF	90	Cash	10	500	Negligible	[●]
January 30, 2018	Share Transfer from Om Prakash Gupta	90	Cash	10	500	Negligible	[●]

January 30, 2018	Share Transfer from Tripat Kaur	90	Cash	10	500	Negligible	[●]
January 30, 2018	Share Transfer from Vikas Kumar Agrawal	90	Cash	10	500	Negligible	[●]
January 30, 2018	Share Transfer from Sudhir Sharma	2,000	Cash	10	500	0.01	[●]
January 30, 2018	Share Transfer from Anil Kumar Patil	2,000	Cash	10	500	0.01	[●]
January 30, 2018	Share Transfer from Santosh Sahu	1,000	Cash	10	500	Negligible	[●]
January 30, 2018	Share Transfer from Sachin Kumar Rathore	500	Cash	10	500	Negligible	[●]
January 30, 2018	Share Transfer from Gopal Joshi	1,000	Cash	10	500	Negligible	[●]
March 16, 2018	Bonus Issue	3,261,270	Bonus	10	Nil	11.29	[●]
July 08, 2024	Share Transfer from Deepak Kumar Agrawal (HUF)	110	Cash	10	750	Negligible	[●]
July 19, 2024	Share Transfer from Tripat Kaur Arneja	110	Cash	10	750	Negligible	[●]
Pursuant to a resolution of our Board dated July 25, 2024 and Shareholders' resolution dated August 02, 2024, wherein each Equity Share of our Company of face value of ₹ 10/- each, fully paid-up, was sub-divided into two Equity Shares of face value of ₹ 5/- each, accordingly, 3,587,617 Equity Shares of our Company of face value of ₹10/- each were sub-divided into 7,175,234 Equity Shares of face value of ₹ 5/- each.							
August 20, 2024	Bonus Issue	14,350,468	Bonus	5*	Nil	24.83	[●]
Total		**21,525,702**				**37.25**	**[●]**
Riddharth Jain							
August 02, 2024	Share Transfer from Jyoti Jain	8,87,044	Gift	10	NA	3.07	[●]
Pursuant to a resolution of our Board dated July 25, 2024 and Shareholders' resolution dated August 02, 2024, wherein each Equity Share of our Company of face value of ₹ 10/- each, fully paid-up, was sub-divided into two Equity Shares of face value of ₹ 5/- each, accordingly, 887,044 Equity Shares of our Company of face value of ₹10/- each were sub-divided into 1,774,088 Equity Shares of face value of ₹ 5/- each.							
August 20, 2024	Bonus Issue	3,548,176	Bonus	5*	Nil	6.14	[●]
Total		**5,322,264**				**9.21**	

**Adjusted for sub-division*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged. The entire shareholding of our Promoters and members of Promoter Group is in de-materialization form as of the date of this Red Herring Prospectus.

None of the Promoters, members of the Promoter Group or the Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Red Herring Prospectus.

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Red Herring Prospectus.

b. ***Shareholding of our Promoters and Promoter Group***

Set forth below is the shareholding of our Promoters and members of the Promoter Group as on the date of this Red Herring Prospectus:

Name of the Shareholder*	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital	
	Equity Shares of face value ₹ 5/-each	Percentage of pre-Offer paid-up equity share capital (%)	Equity Shares of face value ₹ 5/-each	Percentage of Post-Offer paid-up equity share capital (%)
A. Promoters				
Arun Kumar Jain	19,953,582	34.53	[●]	[●]
Anoop Agrawal	21,525,702	37.25	[●]	[●]
Riddharth Jain	5,322,264	9.21	[●]	[●]
B. Promoter group				
Jyoti Jain	2,889,456	5.00	[●]	[●]
Neetu Agrawal	2,826,780	4.89	[●]	[●]
Alok Agarwal	2,205,060	3.81	[●]	[●]
Arun Jain HUF	148,500	0.26	[●]	[●]
Total	**54,871,344**	**94.95**	**[●]**	**[●]**

For details in relation to shareholding of directors in our company, see "*Our Management – Shareholding of our Directors in our Company*" on page 231.

c. ***Details of Promoter's contribution and lock-in for 18 months***

(i) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the post-Offer Equity Share capital of our Company held by our Promoters shall be locked in for a period of 18 months as minimum promoter's contribution from the date of Allotment in the Offer ("**Minimum Promoter's Contribution**") and the shareholding of the Promoters in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment, as a majority of the Net Proceeds are not proposed to be utilized for capital expenditure. For details of objects of the Offer, see "*Objects of the Offer*" beginning on page 105.

(ii) Details of the Equity Shares to be locked-in for 18 months from the date of Allotment in the Offer as Minimum Promoter's Contribution are set forth in the table below:

Name of the Promoter	No of Equity Shares held*	Number of Equity Shares locked-in*	Date of allotment/ transfer of Equity Shares	Nature of transaction	Face Value per Equity Share (₹)	Issue/ Acquisition price per Equity Share (₹)	Percentage of the pre-Offer paid-up capital (%)	Percentage of the post-Offer paid-up capital (%)	Date up to which Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]					[●]	[●]	[●]

Note: To be updated in Prospectus stage
** Subject to finalisation of Basis of Allotment*

Our Promoters have given consent to include such number of Equity Shares held by them as may, constitute 20% of the post-Offer Equity Share capital of our Company as Minimum Promoter's Contribution and has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoter's Contribution from the date of filing this Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

d. Our Company undertakes that the Equity Shares that are being locked-in are not and will not be, ineligible for computation of Promoter's Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of build-up of Equity Share capital held by our promoter see "*Build-up of the shareholding of our Promoters in our Company*" on page 95. In this connection, our Company confirms the following:

(a) The Equity Shares offered for Promoter's Contribution do not include Equity Shares acquired during the three immediately preceding years (i) for consideration other than cash, and revaluation of assets or capitalisation of intangible assets, (ii) pursuant to a bonus issue out of revaluation reserves or unrealised profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoter's Contribution;

(b) The Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(c) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company in the preceding one year and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm;

(d) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge or any other encumbrance; and

(e) All the Equity Shares held by our Promoters and members of Promoter Group are in dematerialised form.

e. *Details of Equity Shares locked-in for six months*

In addition to 20% of the fully diluted post-Offer shareholding of our Company held by our Promoters and locked-in for eighteen months as prescribed under the SEBI ICDR Regulations as specified above, in terms of Regulation 16(b) and Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment as prescribed under the SEBI ICDR Regulations, except for the Equity Shares transferred pursuant to the Offer for Sale. Further, any unsold portion of the Equity Shares offered pursuant to the Offer for Sale will be locked-in as required under the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in may be transferred to and amongst the members of the Promoter Group or to any new promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

The Equity Shares held by the Promoters which are locked-in for a period of six months from the date of Allotment as prescribed under the SEBI ICDR Regulations may be pledged only with scheduled commercial banks or public financial institutions or Systemically Important NBFCs or housing finance companies, as collateral security for loans granted by such banks or public financial institutions or Systemically Important NBFCs or housing finance companies in terms of Regulation 21 of the SEBI ICDR Regulations.

However, the relevant lock in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters and locked-in for a period of six months from the date of Allotment as prescribed under the SEBI ICDR Regulations in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.

Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

f. *Lock-in of Equity Shares Allotted to Anchor Investors*

50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

Other requirements in respect of lock-in

(i) As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

(ii) Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

(a) With respect to the Equity Shares locked-in for six months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

(b) With respect to the Equity Shares locked-in as Promoter's Contribution for 18 months from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans, which is not applicable in the context of this Offer.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

7. ***Shareholding Pattern of our Company:***

The table below represents the shareholding pattern of our Company as on the date of this Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of Partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	**Promoter and Promoter Group**	7	54,871,344	0	0	54,871,344	94.95	54,871,344		54,871,344	94.95	0	94.95	0		0	0	54,871,344
(B)	**Public**	2	2,917,860	0	0	2,917,860	5.05	2,917,860		2,917,860	5.05	0	5.05	0		0	0	2,917,860
(C)	**Non Promoter-Non Public**	0	0	0	0	0	0	0	0	0	0	0	0	0		NA	NA	0
(C1)	**Shares underlying depository receipts**	0	0	0	0	0	NA	0	0	0	0	0	0	0		NA	NA	0
(C2)	**Shares held by employee trusts**	0	0	0	0	0	0	0	0	0	0	0	0	0		NA	NA	0
	Total	**9**	**57,789,204**	**-**	**-**	**57,789,204**	**100.00**	**57,789,204**	**-**	**57,789,204**	**100**	**-**	**100**	**-**		**-**	**-**	**57,789,204**

Note: Based on the beneficiary position as on July 24, 2025

8. ***Details of equity shareholding of the major Shareholders of our Company***

(a) As on the date of this Red Herring Prospectus, our Company has nine equity shareholders.

(b) Set forth below are details of shareholders holding 1% or more of the pre-Offer paid-up Equity Share capital of our Company as on the date of filing of this Red Herring Prospectus:

Name of Shareholder	Pre-Offer	
	No. of Equity Shares of face value ₹ 5/- each	% of Equity Share capital
Arun Kumar Jain	19,953,582	34.53
Anoop Agrawal	21,525,702	37.25
Riddharth Jain	5,322,264	9.21
Jyoti Jain	2,889,456	5.00
Alok Agarwal	2,205,060	3.81
Neetu Agrawal	2,826,780	4.89
Rachna Agrawal	2,257,860	3.91
Ravi Bansal	660,000	1.14

(c) Set forth below are details of shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Red Herring Prospectus

Name of Shareholder	Pre-Offer	
	No. of Equity Shares of face value ₹ 5/- each	% of Equity Share capital
Arun Kumar Jain	19,953,582	34.53
Anoop Agrawal	21,525,702	37.25
Riddharth Jain	5,322,264	9.21
Jyoti Jain	2,889,456	5.00
Alok Agarwal	2,205,060	3.81
Neetu Agrawal	2,826,780	4.89
Rachna Agrawal	2,257,860	3.91
Ravi Bansal	660,000	1.14

(d) Set forth below are details of shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) year prior to filing of this Red Herring Prospectus:

Name of Shareholder	Pre-Offer^	
	No. of Equity Shares of face value ₹ 10/- each	% of Equity Share capital
Arun Kumar Jain	3,325,597	34.53
Anoop Agrawal	3,587,617	37.25
Jyoti Jain	1,368,620	14.21
Alok Agarwal	367,510	3.81
Neetu Agrawal	471,130	4.89
Rachna Agrawal	376,310	3.91
Ravi Bansal	110,000	1.14

(e) Set forth below are details of shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (02) years prior to filing of this Red Herring Prospectus:

Name of Shareholder	Pre-Offer^	
	No. of Equity Shares of face value ₹ 10/- each	% of Equity Share capital
Arun Kumar Jain	3,325,487	34.53
Anoop Agrawal	3,587,397	37.25
Jyoti Jain	1,368,620	14.21
Alok Agarwal	367,510	3.81
Neetu Agrawal	470,910	4.89

Rachna Agrawal	376,310	3.91
Ravi Bansal	110,000	1.14

(f) None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of this Red Herring Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.

(g) Our Company has not made any initial public issue of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Red Herring Prospectus.

9. *Details of Promoters' Contribution and Lock-in*

Pursuant to Regulation 16(1) of the SEBI ICDR Regulations, the minimum promoters' contribution for the purposes of the Offer will be locked in for a period of 18 months from the date of Allotment in this Offer and in terms of Regulation 16 (1)(b) of the SEBI ICDR Regulations, the Equity Shares of our Promoters held in excess of minimum promoters' contribution shall be locked-in for a period of 6 months from the date of Allotment.

10. *Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors*

There shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.

11. *Recording of non-transferability of Equity Shares that are locked-in*

As required under Regulation 16(a) of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares that are locked-in are recorded by the relevant depository.

Subject to the provisions of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, the specified securities held by the promoters and locked-in as per regulation 16 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer and the specified securities held by persons other than the promoters and locked-in as per regulation 16 may be transferred to any other person (including promoter or promoter group) holding the specified securities which are locked-in along with the securities proposed to be transferred. Provided that the lock-in on such specified securities shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

12. There are no financing arrangements whereby the, the Directors of our Company, and their relatives have financed the purchase by any other person of securities of our Company in the six months immediately preceding the date of filing this Red Herring Prospectus.

13. As on date of this Red Herring Prospectus, the total number of Shareholders of our Company is 9 (nine).

14. There are no outstanding convertible securities or any other instrument which would entitle any person any option to receive Equity Shares, as on the date of this Red Herring Prospectus.

15. Neither the BRLM nor their associates, as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares in our Company as on the date of this Red Herring Prospectus. The Book Running Lead Manager and its affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

16. Any oversubscription to the extent of 1% of the Net Offer size can be retained for the purposes of rounding off to the nearest multiple of minimum allotment lot while finalizing the Basis of Allotment.

17. Our Company may alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares, or otherwise to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for business purposes or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

18. None of our Promoters, Promoter Group, Promoter Selling Shareholders, shareholders entitled with rights to nominate directors or any other rights (except as provided under the Articles of Association of the Company and as vested with every shareholder as per applicable law) have purchased or sold any securities of our Company during the last 3 years immediately preceding the date of this Red Herring Prospectus.

19. Except for the Offer for Sale by the Promoter Selling Shareholders, the members of the Promoter Group shall not participate in the Offer nor receive any proceeds from the Offer.

20. There will not be any further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner, except as stated in this Red Herring Prospectus during the period commencing from filing of this Red Herring Prospectus until the Equity Shares issued pursuant to the Offer have been listed on the Stock Exchange or all application monies have been refunded, as the case may be, other than in connection with the Offer. All Equity Shares issued and transferred are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus. Further, the Equity Shares allotted pursuant to the Offer, shall be fully paid up.

21. No person connected with the Offer shall offer or make payment of any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

22. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

23. Our Company shall ensure that transactions in the Equity Shares by our Promoters between the date of filing of this Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.

24. Neither our Company, nor any of our Directors, have entered into any buy-back arrangements for purchase of Equity Shares. Further, the BRLM has not made any buy-back arrangements for purchase of Equity Shares.

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Offer of [●] Equity Shares of face value ₹ 5/- each, aggregating up to ₹ 975.20 million to be issued by our Company and the Offer for Sale of up to 4,640,000 Equity Shares of face value ₹ 5/- each, aggregating to ₹ [●] million by the Promoter Selling Shareholders.

Offer for Sale

The Promoter Selling Shareholders will be entitled to the respective portion of the proceeds of the Offer for Sale after deducting its portion of the Offer related expenses. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details of the Offer for Sale, see "*The Offer*" beginning on page 73.

Fresh Offer

The Net Proceeds from the Fresh Offer are proposed to be utilized towards the following objects.

a. Funding Working Capital Requirements of the Company

b. General Corporate Purposes.

(collectively, referred to as the "**Objects**").

The main objects and objects incidental and ancillary to the main objects set out in our Memorandum of Association enable us to (i) undertake our existing business activities; and (ii) to undertake activities proposed to be funded from the Net Proceeds.

Further, our Company expects to achieve the benefits of listing of the Equity Shares on the Stock Exchanges and to enhance our visibility and our brand image among our existing and potential customers and creation of a public market for our Equity Shares in India.

Net Proceeds

The details of the Net Proceeds from Fresh Offer are set forth below:-

(*In ₹ millions*)

Particulars	Amount
Gross proceeds from the Fresh Offer	Up to 975.20
(Less) Offer expenses in relation to the Fresh Offer to be borne by our Company	[●]*
Net Proceeds	[●]*

** To be finalised upon determination of the Offer Price and to be updated in the Prospectus prior to filing with the RoC.*

Utilisation of Net Proceeds and Schedule of Deployment

The Net Proceeds are proposed to be utilised in accordance with schedule set forth below:

(In ₹ million)

Particulars	Amount which will be financed from Net Proceeds	Estimated deployment of Net Proceeds	
			Fiscal 2026
Funding Working Capital Requirements of our Company	650.00		650.00
General Corporate Purposes*	[•]		[•]
Total	**[•]**		**[•]**

** To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Offer. In compliance with Regulation 7(2) of the SEBI ICDR Regulations, the amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Offer.*

If the Net Proceeds are not completely utilised for the objects during the specified periods above due to any factors including economic and business conditions, timely completion of the Offer, market conditions outside the control of our Company, or any other commercial considerations as may be deemed appropriate by our management, the remaining Net

Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by us, in accordance with applicable laws.

The deployment of funds indicated above is based on management estimates, prevailing circumstances of our business, prevailing & expected market conditions and other commercial factors, which are subject to change. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. Our Company proposes to deploy the entire Net Proceeds towards the Objects during Fiscal 2026. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy, interest/ exchange rate fluctuations, fluctuations in the price of raw materials, and other factors, which may or may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the deployment of funds from its planned deployment at the discretion of our management, subject to compliance with applicable law. For details see, "*Risk Factor- The Objects of the Offer have not been appraised by any bank or financial institution. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which may be beyond our control. Any variation in the utilization of the Net Proceeds or in the terms of the conditions as disclosed in this Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders' approval*" on page 63. Any variation in the utilization of the Net Proceeds or in the terms of the conditions as disclosed in this Red Herring Prospectus would be subject to applicable compliance requirements, including prior shareholders' approval. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the Board of Directors.

For details see "*Risk Factor– Our Management will have broad discretion over the use of the Net Proceeds*" on page 65.

In case of any surplus after utilisation of the Net Proceeds towards the aforementioned objects, we may use such surplus towards general corporate purposes, provided that the total amount to be utilised towards general corporate purposes does not exceed 25% of the Fresh Offer, in accordance with applicable law. Subject to applicable laws, in the event of any variations in the actual utilisation of funds earmarked towards the Objects set forth above, any increased fund requirements for a particular object may be financed by surplus funds, if any, available in respect of the other objects for which funds are being raised pursuant to the Offer. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals, raising any additional equity and/or seeking additional debt from existing and/or other lenders, subject to compliance with applicable laws. Such alternate arrangements would be available to fund any such shortfalls.

Means of Finance

We intend to completely finance the Objects of the Offer from the Net Proceeds of the Offer.

We confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance.

Details of the Objects of the Offer

a. Funding working capital requirement of our Company

We are engaged in the business of tollway collection, EPC Infra and real estate business. For further details, see "*Our Business*" beginning on page 180.

Our business requires significant amount of working capital and we fund our working capital requirements in the ordinary course of business from internal accruals, financing from banks and financial institutions and unsecured loans. Each project typically uses both fund-based and non-fund-based banking facilities to meet its working capital requirements. Fund-based facilities provide the necessary cash flow to cover operating expenses, while non-fund-based facilities such as bank guarantees, etc. are offered as security under bid terms and are crucial for securing contracts and ensuring financial credibility. In most of the infrastructure and toll projects, the company has to give bank guarantees to customers as a part of contractual terms. For securing bank guarantees, the company needs to provide cash margin. These guarantees are given in favour of customers as part of the project's financial assurance. The requirement to set aside incremental cash margins for additional contracts contributes to the overall need for higher working capital.

Accordingly, we propose to utilise the Net Proceeds to meet such working capital requirements. The deployment of Net

Proceeds shall be in Fiscal 2026, as per the working capital requirements of our Company.

Working capital loan facilities taken by the Company

The sanctioned working capital loan facilities availed by the Company from banks and its outstanding balances as on May 31, 2025 are as under:

(Amount In ₹ million)

Sr.No	Facilities from Banks	Facilities	Sanction working capital limit	Outstanding working capital (against the sanctioned amount) as at May 31, 2025
1	Kotak Mahindra Bank Ltd	Cash Credit	100.00	94.93
2	Axis Bank Ltd	Cash Credit	90.00	87.14
3	Yes Bank Ltd.	Cash Credit	100.00	85.67
4	IndusInd Bank	Cash Credit	50.00	31.31
5	HDFC Bank Ltd.	Overdraft	174.80	106.35
6	IndusInd Bank	Working Capital Demand Loan	300.00	96.95
7	Kotak Mahindra Bank Ltd	Working Capital Demand Loan	40.00	40.00
8	Yes Bank Ltd.	Working Capital Demand Loan	50.00	-
Total			**904.80**	**542.34**

For more details, please see "*Financial Indebtedness*" on page 428.

The information submitted to banks for obtaining debt finance in form of working capital requirement in the past three years primarily includes the Credit Monitoring Arrangement (CMA) data, which typically comprises two years of audited financial statements, one year of estimated financials, and one year of projected figures. Additionally, the Company submits audited balance sheets for the last two years, GST returns for the previous year and the current period, a detailed list of debtors and creditors, and the net worth details of guarantors.

The working capital requirements are assessed by banks based on these submissions, following established lending norms and regulatory and internal guidelines.

The data/criteria used to determine requirement of funding working capital of the company given in this Red Herring Prospectus is to raise equity funds from investors. The data/criteria include historical analysis of the components of current assets and current liabilities. Projected working capital is assessed based on historical trend and after giving adjustments to current business situation, projected business plan and expected market conditions.

There could be deviation between the two criteria of seeking working capital, primarily due to difference in the nature of funding (debt. vs. equity), tenor of funding, nature of security, risk parameters etc. applicable on the company. However, in both cases, the underlying need for working capital funding would be same.

Historical Data of Order Book (With Segmental Breaking) And Their Actual Realization on a standalone basis

For Fiscal 2025

(₹ in millions)

Particulars	EPC Infra	Tollway Collection*	Total
Order Book as on April 01, 2024	2,858.68	597.27	**3,455.95**
Add - orders, extensions, adjustments received during the year	2,737.50	3,451.82	**6,189.32**
Less - Work executed during the year	1426.18	2,907.80	**4,333.98**
Order Book as on March 31, 2025	4,170.00	1141.29	**5,311.29**

**Tollway collection order book denotes amount due/paid to NHAI.*

For Fiscal 2024

(₹ in millions)

Particulars	EPC Infra	Tollway Collection*	Total
Order Book as on April 01, 2023	2,249.48	0.00	**2,249.48**
Add - orders, extensions, adjustments received during the year	1,360.06	3,364.91	**4,724.97**
Less - Work executed during the year	(750.86)	(2,767.64)	**(3,518.50)**
Order Book as on March 31, 2024	2,858.68	597.27	**3,455.95**

**Tollway collection order book denotes amount due/paid to NHAI.*

For Fiscal 2023

(₹ in millions)

Particulars	EPC Infra	Tollway Collection*	Total
Order Book as on April 01, 2022	1,378.02	16.65	**1,394.67**
Add - orders, extensions, adjustments received during the year	1,668.87	1,478.08	**3,146.95**
Less - Work executed during the year	(797.41)	(1,494.73)	**(2,292.14)**
Order Book as on March 31, 2023	2,249.48	0.00	**2,249.48**

**Tollway collection order book denotes amount due/paid to NHAI.*

Details of on-going projects as on May 31, 2025 on a standalone basis:

Tollway collection projects

Sr. No.	Name of the Contractee	Name, Location and Nature of Work	Contract Start date	Completion date (estimated if any)	Billing Start Date	Contract value *	Amount Billed				Total outstanding Amount from contract value as at May 31, 2025 (₹ in millions)	Tenure of the contract (days)
							April 1, 2025 to May 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023		
1	NHAI	Taroda -Kasba fee Plaza at Km 280.400 for the section from Amravati-Chikhali section from km 270 to km 315 of NH no 6, Package III In the state of Maharashtra,	19-08-2024	19-08-2025	19-08-2024	1,207.06	212.57	712.34	-	-	252.62	365
2	NHAI	Sirohi Bahali fee plaza at km 23.00 use of four and more alone section of Paniyala Mor to Narnaul from design kilometer 0 to 31.240 km of national highway number 148B and Narnaul bypass from km 28 to 51.46 of NH-148B and Narnaul to Pacheri Kalan from design Km 0.00 to km 11.30 of national highway number 11 in the state of Haryana and Rajasthan.	19-08-2024	19-08-2025	19-08-2024	832.78	153.73	539.04	-	-	175.86	365
3	NHAI	Engagement of user fee collection agency through regular basis for Kiratpur Fee Plaza at KM 167.328 for the use of four and more lane of Aligarh-	19-08-2024	19-08-2025	19-08-2024	717.78	141.29	498.57	-	-	150.74	365

		Kanpur section of NH-91 in the state of Madhya Pradesh										
4	NHAI	Engagement of user fee collection agency through regular basis for Vishankheda Fee Plaza at km 283.600 of Jabalpur Bhopal section of NH-12 form km. 255.300 to km 301.200 in the state of Madhya Pradesh	24-06-2024	24-06-2025	24-06-2024	387.78	110.11	387.95	-	-	16.08	365
	Total					**3,145.40**	**617.70**	**2,137.90**	**-**	**-**	**595.30**	

**The amount includes additions and adjustments in the contract value post bidding due to change in scope as agreed with the client.*
Note:- Total outstanding amount from contract value as on May 31, 2025 has been derived as the portion of contract value after reducing toll instalment paid to NHAI.

EPC Infra projects

Sr. No	Name of the Contractee	Name, Location and Nature of Work	Contract Start date	Completion date (estimated if any)	Billing Start Date	Contract value*	Amount Billed				Total outstanding Amount from contract value as on May 31, 2025 (₹ in millions)**	Tenure of the contract in days
							April 1, 2025 to May 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023		
1.	Shubham Buildcon	Construction work of roads and paver work at residential colony - Shubham Greens Extension at Rangwasa, Indore, Madhya Pradesh	31-12-2018	31-03-2026	11-02-2019	75.00	-	-	-	2.15	23.95	2,647
2.	Sacham Highway Real Estates Pvt. Ltd.	Development of residential colony at village Hingonia, Indore, Madhya Pradesh	01-06-2020	31-03-2026	31-03-2021	222.50	-	-	-	-	50.07	2,129

3.	Sacham Highway Real Estates Pvt. Ltd.	Construction of Boundry Wall and Retaining wall work of Residential colony, Beverly Hills at Kh no 29/1,29/2,29/3,30,31/2/2, Indore, Madhya Pradesh	01-01-2022	31-03-2026	Billing not started #	44.50	-	-	-	-	44.50	1,550
4.	Shubham Energy	Construction work of roads and paver work at residential colony - Shubham Pride, Indore, Madhya Pradesh	02-04-2022	31-03-2026	03-05-2022	75.00	-	24.91	22.22	25.95	1.91	1,459
5.	I.S.B.I Developers and Promoters Private Limited	Development of residential colony for Californea Citi extension on land survey no. 291/1/3 Min, 291/2/1,291/2/2 at village Hingonia, Indore, Madhya Pradesh	20-02-2022	31-03-2026	29-03-2022	127.12	-	-	-	106.32	5.51	1,500
6.	Sacham Highway Real Estates Pvt. Ltd.	Construction of house at Beverly Hills at Khasra No 29/1,29/2,29/3,30 & 31/2/2 at Tillore Khurd Village, Indore, Madhya Pradesh	01-11-2022	31-03-2026	30-07-2024#	636.05	20.13	93.64	-	-	522.28	1,246
7.	Highway Tandon & Tollways Private Limited	Construction of residential colony for Californea - NX on land survey No 301/1/2/1,301/1/2/2, 301/2, 301/3 ,302/1/1 & 302/1/2 at Hingonia Village, Indore, Madhya Pradesh	24-05-2024	31-12-2026	31-07-2024	108.05	21.02	46.97	-	-	40.06	951

8.	Goyal Greens Infrastructure	Maintenance work of residential colony for Goyal Greens, Indore, Madhya Pradesh	08-03-2024	08-03-2026	28-05-2024	82.31	-	25.18	-	-	57.13	730
9.	Sacham Highway Real Estates Pvt. Ltd.	Colony development work land situated at Gram Hingonia Tehsil and District Indore, Khasra No. 291/1/1/2 & other	01-03-2025	31-03-2026	Billing not started	280.00	-	-	-	-	280.00	395
10.	Customer 1 (A state development corporation)	Construction of Master plan road, package no 3	05-02-2025	04-08-2027	Billing not started	806.23	-	-	-	-	806.23	910
11.	Customer 2 (A state Development Authority)	Construction of master plan (60Mt Wide) road MR-11 from AB road Dewas Naka to Bypass Road, Indore, Madhya Pradesh	28-08-2024	27-02-2026	02-01-2025	388.22	35.36	44.14	-	-	308.72	548
12.	Customer 2 (A state Development Authority)	Construction of main carriageway of master plan road of TPS-9	11-09-2023	11-09-2025	20-06-2024	472.81	-	147.27	-	-	325.54	731
13.	Customer 2 (A state Development Authority)	Construction of Service Road of Master Plan MR-11 from AB road Dewas Naka to Bypass Road, Indore	10-03-2025	09-06-2026	12-05-2025	150.15	19.23	-	-	-	130.92	456
14.	Customer 2 (A state Development Authority)	Construction Of Cement Concrete Main Carriage Way and Median RCC Retaining Wall of Master Plan Road At TPS-04, Indore, Madhya Pradesh	10-03-2025	09-06-2026	28-03-2025	274.02	6.92	2.74	-	-	264.36	456
15.	Customer 2 (A state Development	Construction of Multistoried cum residential building on	30-05-2025	30-05-2028	Billing not started	826.57	-	-	-	-	826.57	1,096

	Authority)	CMR-4 at Scheme no. 136, Indore									
16.	Customer 3 (A state developme nt authority)	Development of New Industrial Area Dhar (Tilgara) Madhya Pradesh	22-08-2022	25-09-2025	02-03-2023	422.45	-	112.12	153.56	17.16	139.62	1,130
17.	Customer 3 (A state Development Authority)	Construction of new IT Park 4 including all allied services at Industrial Area Electronic Complex, Pardeshipura, District Indore, Madhya Pradesh	18-09-2023	18-09-2025	01-11-2023	349.14	12.84	93.70	31.80	-	210.80	731
18.	Customer 4 (A state Development Authority)	Construction of bridges under PMGSY Package No MP31BR312	29-09-2023	28-09-2025	08-07-2024	88.89	2.03	16.12	-	-	70.74	730
19.	Customer 4 (A state Development Authority)	Construction of bridges Package No MP31BR311	04-10-2023	04-10-2025	31-01-2024	41.11	2.66	11.12	8.84	-	18.49	731
20.	Customer 9 (A state Development Authority)	Construction of CM Rise School at Anand nagar, District Khandwa, Madhya Pradesh	09-02-2024	22-08-2025	28-05-2024	289.05	10.22	105.68	-	-	173.15	731
21.	Customer 10 (A state developme nt authority)	Improvement of water supply in Betma, Gautampura and Depalpur Package No. MPUSIP 2A	05-02-2018	30-08-2031	06-12-2018	327.72	9.55	50.15	51.19	38.02	43.92	4,954
22.	Customer 11 (A community centre)	Hotel construction work, Halka Patwari no 25, Badiya Keema, Indore-452016 Madhya Pradesh	06-02-2025	31-03-2026	30-05-2025	180.00	22.92	-	-	-	157.08	418
23.	Customer 12 (A private	Construction work of infrastructure of Oscar	31-03-2025	31-03-2026	Billing not started	332.14	-	-	-	-	332.14	365

	development corporation)	Sanctuary									
24.	Customer 13 (A state Development Authority	Construction of house & development of infrastructure for affordable housing in Bhopal under PMAY at plot no 47 & 49, commercial and residential plan	16-05-2025	16-05-2027	Billing not started	1,234.08	-	-	-	-	1,234.08	730
Total						**7,833.11**	**162.88**	**773.75**	**267.60**	**189.61**	**6,067.77**	

**The amount includes additions and adjustments in the contract value post bidding due to change in scope which is as agreed with the client.*

*** Total outstanding amount of the contract has been derived by deducting value of work done since beginning of the contract and built during the period ended May 31, 2025 and for the three (3) Fiscals.*

 # After contract execution, few approvals were revised by the local authority under an overall town master plan and consequently, meanwhile our project execution was deferred.

Current working capital

The details of our Company's working capital for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, on standalone basis, are provided in the table below:

(Amount ₹ in millions)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Current Assets			
(a) Inventories	615.15	478.31	416.16
(b) Financial Assets			
i) Investments	49.31	45.50	4.95
ii) Trade receivables	397.98	264.58	220.49
ii) Cash and cash equivalents	66.94	74.03	26.73
iii) Bank balances other than cash and cash equivalents	56.15	64.36	50.79
iv) Other financial assets	316.10	323.36	115.19
(c) Current Tax Assets (net)	32.46	15.91	15.96
(d) Other current assets	156.60	34.18	45.44
Total Current Assets (A)	**1,690.68**	**1,300.24**	**895.70**
Current Liabilities			
(a) Financial liabilities			
i) Lease liabilities	1.65	1.47	0.42
ii) Trade payables	154.26	125.89	52.38
iii) Other financial liabilities	204.56	152.01	84.78
(b) Other current liabilities	34.81	9.29	12.02
(c) Provisions	11.57	10.69	2.74
Total Current Liabilities (excluding Borrowings) (B)	406.85	**299.33**	**152.33**
Total Working Capital Requirement (C=A-B)	**1,283.83**	**1,000.90**	**743.37**
Funding Pattern (D)			
Bank borrowings	587.47	478.27	386.88
Internal Accruals	696.36	522.63	356.50
Total	**1,283.83**	**1,000.90**	**743.37**

Note: As certified by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountants, by way of certificate dated July 23, 2025.

Expected working capital requirement

On the basis of our existing working capital and the estimated working capital requirements, our Board of Directors, pursuant to their resolution dated June 30, 2025 has approved the estimated working capital requirements, on standalone basis, for Fiscal 2026 and the proposed funding of such working capital requirements for Fiscal 2026 are stated below:

(Amount ₹ in millions)

Particulars	Fiscal 2026 (Proj.)
Current Assets	
(a) Inventories	1,219.81
(b) Financial Assets	
i) Investments	-
ii) Trade receivables	751.78
iii) Cash and cash equivalents	21.00
iv) Bank balances other than cash and cash equivalents	148.06
v) Other financial assets	414.21
(c) Current Tax Assets (net)	117.94
(d) Other current assets	70.22
Total Current Assets (A)	**2,743.02**

Current Liabilities	
Current liabilities	
(a) Financial liabilities	
i) Lease liabilities	1.69
ii) Trade payables	154.60
iii) Other financial liabilities	214.53
(b) Other current liabilities	37.77
(c) Provisions	12.15
Total Current Liabilities (excluding Borrowings) (B)	**420.73**
Total Working Capital Requirement (C=A-B)	**2,322.29**
Funding Pattern (D)	
Bank borrowings	578.06
Internal Accruals / Equity	1,094.23
IPO proceeds	650.00
Total	**2,322.29**

** As certified by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant, by way of certificate dated July 23, 2025.*

Assumptions for our projected working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest number) considered for our Company for the Fiscals mentioned below:

Particulars	Fiscal 2023 (Actual)	Fiscal 2024 (Actual)	Fiscal 2025 (Actual)	Fiscal 2026 (Proj.)
(A) Current assets				
(a) Inventory days	154	184	202	157
(b)Trade Receivables days	70	69	109	97
(c) Other financial and current assets Days (Excluding of cash and cash equivalents)	32	44	53	33
(B) Current liabilities				
1. Trade Payables days	8	13	14	7
2. Other financial and current liabilities days	16	17	23	12

The above details of holding levels as well as projections has been certified by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant, by way of certificate dated July 23, 2025.
Note -:
1. In calculating trade receivables days, the tollway collection business is excluded as its year-end toll receivables are collected at the beginning of the following fiscal.
2. In calculating inventory days, the tollway collection business is excluded as it does not have any inventory.

Key justifications for holding levels.

Particulars	Assumptions
(A) Current assets	
Inventory days	Inventory includes raw material, work in progress, stores and spares and properties under development. The inventory holding periods for our Company for the last years has been: 154 days for the Fiscal 2023, 184 days for the Fiscal 2024 and 202 days for the Fiscal 2025. Inventory levels generally tend to vary depending on the factors such as Order Book status, status of work in progress, delivery schedules, etc. On the basis of past trends and current business position, our Company anticipates the inventory holding periods to be 157 days for Fiscal 2026.
Trade Receivables days	Trade receivable days for our Company is: 70 days for Fiscal 2023, 69 days for Fiscal 2024 and 109 days for Fiscal 2025. Our Company anticipates Trade receivable days to be 97 days in Fiscal 2026.

Other financial and current assets days	Our Company's other financial assets and current assets include security deposits and retention money, FD held against bank guarantees, current tax assets, advances for supplier and expenses, balances with statutory authorities, prepaid expenses, etc. Other financial and current assets days for our Company is: 32 days for Fiscal 2023, 44 days for Fiscal 2024 and 53 days for Fiscal 2025. Our Company anticipates Other financial and current assets days to be 33 days in Fiscal 2026.
(B) Current liabilities	
1. Trade Payables days	Trade payable days for our Company is: 8 days for Fiscal 2023,13 days for Fiscal 2024 and 14 days for Fiscal 2025. Our Company plans to streamline its payable processes to its vendors for negotiating better rates and thereby anticipates Trade receivable days to be 7 days in Fiscal 2026.
2. Other financial and current liabilities days	Our Company's current liabilities include current lease liabilities, creditors for capital goods and expenses, security deposits and retention money, statutory liabilities, advances from customers, provisions, etc. Other financial and current liabilities days for our Company is: 16 days for Fiscal 2023, 17 days for Fiscal 2024 and 23 days for Fiscal 2025. Our Company anticipates Other financial and current liabilities days to be 12 days in Fiscal 2026.

As certified by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant, by way of certificate dated July 23, 2025.

The proposed utilisation of working capital for our business segments is as below:

(In ₹ million)

Particulars	Fiscal 2026 (Projected)
EPC Infra	400.00
Tollway Collection	250.00
Total	**650.00**

b. General Corporate Purposes

Our Company will have flexibility in utilizing the balance Net Proceeds, if any, aggregating to ₹ [●] million, towards general corporate purposes, subject to such amount, not exceeding 25% of the Gross Proceeds from the Fresh Offer, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise the Net Proceeds include strategic initiatives, business development initiatives, funding growth opportunities, capital expenditure, including towards expansion/ development/ refurbishment/ renovation of our assets, branding and marketing initiatives, ongoing/new general corporate contingencies, meeting exigencies, brand building, meeting general, administrative and other business expenses, acquiring assets, etc. The quantum of utilisation of funds towards any of the above purposes will be determined by our Board and management, based on the amount actually available under this head and the business requirements of our Company, from time to time.

The Company shall not use general-purpose corporate borrowings for the specified Objects of the Offer i.e funding working capital requirements of our Company.

In addition to the above, our Company may utilise the Net Proceeds towards other purposes relating to our business which are considered expedient and as approved periodically by our Board, subject to compliance with applicable laws. Our Company's management shall have flexibility in utilising any surplus amounts.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of the Offer include, amongst others, listing fees, selling commission and brokerage, fees payable to the BRLM, fees payable to legal counsel, fees payable to the Registrar to the Offer, Banker to the Offer, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, fees payable to the sponsor bank for bids made by UPI bidders, printing and stationery expenses, advertising and marketing expenses, auditor's fees and all other incidental and miscellaneous expenses for listing and trading of the Equity Shares on the Stock Exchange, as applicable.

Subject to applicable law, other than (a) the listing fees, audit fees of statutory auditors (to the extent not attributable to the Offer), and expenses in relation to product or corporate advertisements, i.e., any corporate advertisements consistent with past practices of the Company (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer), each of which will be borne solely by our Company; and (b) the stamp duty payable on transfer of Offered Shares shall be borne solely by the Promoter Selling Shareholders (c) all costs, fees and expenses with respect to the Offer will be shared amongst our Company and the Promoter Selling Shareholders, on a pro-rata basis, in proportion to the number of Equity Shares, allotted by the Company in the Fresh Offer and sold by the Promoter Selling Shareholders in the Offer for Sale, upon the successful completion of the Offer. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Promoter Selling Shareholders shall, reimburse the Company for any expenses in relation to the Offer paid by the Company on behalf of the Promoter Selling Shareholders. However, in the event that the Offer is withdrawn or not completed for any reason whatsoever, the Company and the Promoter Selling Shareholders shall share the costs and expenses (including all applicable taxes) directly attributable to the Offer, in proportion of the Equity Shares offered through the Fresh Offer and the Offer for Sale.

The estimated Offer expenses are as under:

Expenses*	**Estimated expenses (₹ in million)**	**As a % of the total estimated Offer expenses**	**As a % of the total Gross Offer Proceeds**
Fixed fees payable to Book Running Lead Manager	[●]	[●]	[●]
Underwriting /Selling Commission to the BRLM	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and fees payable to sponsor bank(s) for bids made by RIBs, Bankers to the Offer, Brokerage, bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(1)(2)(3)(4)(5)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Other expenses including but not limited to:			
Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
Printing and distribution of stationery	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to legal counsel	[●]	[●]	[●]
Fees payable to monitoring agency, other advisors to the Offer, including industry report provider, etc; and	[●]	[●]	[●]
Miscellaneous expenses	[●]	[●]	[●]
Total estimated Offer expenses	**[●]**	**[●]**	**[●]**

**Offer expenses include taxes, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus with the RoC. Offer expenses are estimates and are subject to change.*

(1) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and, Non-Institutional Bidders, which are directly procured and uploaded by the SCSBs, would be as follows:

Portion for Retail Individual Bidders	*0.30% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.15% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

No processing fees shall be payable by our Company and the Promoter Selling Shareholders to the SCSBs on the applications directly procured by them. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE and BSE.

(2) Processing fees payable to the SCSBs for processing the Bid cum Application for the portion of Retail Individual Bidders and Non-Institutional Bidders (excluding UPI Bids) which are procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking would be as follows:

Portion for Retail Individual Bidders	*₹ 10/- per valid application (plus applicable taxes)*
Portion for Non-Institutional Bidders	*₹ 10/- per valid application (plus applicable taxes)*

In case the total ASBA processing charges payable to SCSBs exceeds ₹ 0.50 million the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ 0.50 million.

(3) Selling commission on the portion for both RIBs and Non-Institutional Bidders (using the UPI mechanism) which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	*0.30% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.15% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The selling commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member.

The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.

The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE and BSE.

(4) Uploading charges/ processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Members of Syndicate/ RTAs/ CDPs/ Registered Brokers	*₹ 10/- per valid application (plus applicable taxes)**
Sponsor Bank- Axis Bank Limited	*Up to 50,000 valid Bid cum Application Forms: Nil* *Above 50,000 valid Bid cum Application Forms: ₹ 6.50 per valid Bid cum Application Form (plus applicable taxes).* The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws
Sponsor Bank-HDFC Bank	*Up to 1,75,000 valid Bid cum Application Forms: Nil* *Above 1,75,000 valid Bid cum Application Forms: ₹ 6.00 per valid Bid cum Application Form (plus applicable taxes).* *The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws*

**In case the total uploading charges payable under this head exceeds ₹ 1.00 million, the amount payable would be proportionately distributed based on the number of valid applications such that the total uploading charges payable does not exceed ₹ 1.00 million.*

(5) Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹10/- plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs. (In case the total uploading charges payable under this head exceeds ₹ 0.50 million, the amount payable would be proportionately distributed based on the number of valid applications such that the total uploading charges payable does not exceed ₹ 0.50 million).

*Pursuant to the SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above ₹ 0.50 million and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for Retail Individual Investor, Non-Institutional Investor up to ₹ 0.50 million will not be eligible for brokerage. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.*The offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

Bridge Financing

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities including by way of any other short-term instrument, which may be repaid from the Net Proceeds.

Interim Use of Net proceeds

Pending utilization of the Offer Proceeds for the Objects of the Offer described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934 as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Offer as described above, it shall not use the funds from the Offer Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

Monitoring Utilization of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, we have appointed a Monitoring Agency to monitor the utilization of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet until such time as the Net Proceeds remain unutilized, clearly specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds. Our Company shall provide the necessary documents and information, as may be required by the monitoring agency for the purpose of monitoring of the utilization of funds in accordance with the terms of the Monitoring Agency Agreement

Pursuant to the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of Net Proceeds utilised for purposes other than those stated in this Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors.

Pursuant to Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditors of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Offer from the objects of the Fresh Offer as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Offer from the objects of the Fresh Offer as stated above.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects of the Offer without being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, subject to the provisions of the Companies Act 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act 2013 and the SEBI ICDR Regulations.

Appraising agency

None of the objects of the Fresh Offer for which the Net Proceeds will be utilized have been appraised by any bank/ financial institution.

Other confirmations

Except to the extent of the proceeds received from the Offer for Sale, there is no proposal whereby any portion of the Offer Proceeds will be paid to our Promoters, Promoter Group, Directors or Key Managerial Personnel. Further, there are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel or Group Companies.

BASIS OF OFFER PRICE

The Price Band and Offer Price will be determined by our Company in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 5/- each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value.

Bidders should read the below mentioned information along with "*Risk Factors*", "*Our Business*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 180, 253 and 395, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of our qualitative factors and strengths which form the basis for computing the Offer Price are as follows:

- Focused on tollway collection business.
- Roads, flyovers and Bridge construction
- Order Book of tollway collection, roads, flyovers and bridge construction projects from various government agencies,
- Strong execution capabilities with industry experience.
- Experienced management team

For further details, see "*Our Business – Competitive Strengths*" on page 183.

Quantitative Factors

Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For further details, see "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 253 and 395, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:

As derived from the Restated Consolidated Financial Information of our Company:

Financial Period	Basic & Diluted EPS (in ₹)	Weight
Fiscal 2025	3.40	3
Fiscal 2024	3.28	2
Fiscal 2023	2.03	1
Weighted Average	**3.13**	

Notes: Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33.

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●]/- to ₹ [●]/- per Equity Share:

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
Based on Basic/ Diluted EPS for Fiscal 2025	[●]	[●]
Based on Basic/ Diluted EPS for Fiscal 2024	[●]	[●]
Based on Basic/ Diluted EPS for Fiscal 2023	[●]	[●]

* *To be updated after finalisation of Price Band*

3. Industry Peer Group P/E ratio

Based on the comparable peers of the Company, information (excluding our Company) given below is the industry peer group P/E ratio:

Particulars	P/E Ratio	Company Name
Highest	44.38	IRB Infrastructure Developers Limited
Lowest	14.00	H.G. Infra Engineering Limited
Average	29.19	

Source: Industry peer group data provided below in this chapter.

Udayshivakumar Infra Limited has negative EPS in Fiscal 2025 so its P/E cannot be determined and therefore not considered for the purposes of industry peer group P/E ratio.

Our peer group companies may not be comparable to us due to size, revenue composition, nature & size of projects, profitability, etc. For details, please see, "8. Comparison of Key Performance of Indicators with our listed industry peers".

4. Return on Net Worth ("RoNW")

As derived from the Restated Consolidated Financial Information of our Company:

Particulars	RoNW (%)	Weight
As at March 31, 2025	19.03	3
As at March 31, 2024	21.37	2
As at March 31, 2023	18.45	1
Weighted Average	**19.71**	

Notes:

i. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year / Total of weights.

ii. Return on Net Worth (%) = Net profit after tax divided by Net worth as at the end of the year.

iii. Net worth has been defined under Regulation 2(1)(hh)of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation

5. Net Asset Value per Equity Share (Face value of ₹ 5/-)

Net Asset Value per Equity Share	(₹)
As at March 31, 2025	20.37
As at March 31, 2024	17.34^
As at March 31, 2023	12.95 ^
After the completion of the Offer	
- At the Floor price	[●]#
- At the Cap Price	[●]#
Offer Price	[●]*

#To be computed after finalization of Price Band

**To be computed after finalising Offer Price*

^ As adjusted for sub-division and bonus issue

Note:

Net Asset Value per Equity Share means Net worth divided by number of Equity Shares outstanding at end of the year.

6. Comparison of Accounting Ratios with Listed Industry Peers

Name of the Company	Total Revenue (₹ in million)	Face Value per Equity Share (₹)	Closing Price as on June 27, 2025 (₹)	EPS (Basic and Diluted) (₹)	NAV (₹ per share)	P/E Ratio	RoNW (%)
Highway Infrastructure Limited	4,957.15	5.00	[•]	3.40	20.37	[•]	19.03
Listed Peers							
Udayshivakumar Infra Limited	2,891.27	10.00	38.12	(1.18)	30.43	N.A#	(4.28)
IRB Infrastructure Developers Limited	76,134.67	1.00	49.71	1.12	32.83	44.38	32.69
H.G. Infra Engineering Limited	50,561.82	10	1,050.20	75.04	452.62	14.00	17.13

 # due to negative EPS, written as Not Applicable
Source: Audited financial statements of Fiscal 2025 on a consolidated basis (unless otherwise available only on standalone basis), submitted to stock exchanges, except in case of EPS which has been computed after excluding exceptional items.

Our peer group companies may not be comparable to us due to size, revenue composition, nature & size of projects, profitability, etc. For details, please see "8. Comparison of Key Performance of Indicators with our listed industry peers".

Notes:
i. P/E Ratio has been computed based on the closing market price of equity shares on NSE as on June 27, 2025, divided by EPS.
ii. RoNW (%) = Net profit after tax divided by Net worth as at the end of the year/ period.
iii. Net worth has been defined under Regulation 2(1)(hh)of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
iv. Net Asset Value per Equity Share means Net worth divided by number of Equity Shares outstanding at end of the year.

7. Key Performance Indicators:

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 23, 2025. and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by Statutory Auditors, by their certificate dated July 23, 2025.

The KPIs of our Company have been disclosed in the sections titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators*" on pages 182 and 396, respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the completion of the proceeds of the Fresh Offer as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

The disclosure on appropriate KPIs for this section, why they are material to understand the business of the Company and how they have been used by the management historically to analyse, track or monitor the operational and/or financial performance of the Offeror Company is further detailed under *Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators"* on Page 396.

Key Performance Indicators of our Company

Key Financial Performance	Metric	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations(1)	₹ in millions	4,957.15	5,734.54	4,551.33
EBITDA(2)	₹ in millions	313.22	384.42	276.87
EBITDA Margin (3)	%	6.32	6.70	6.08
PAT(4)	₹ in millions	223.98	214.14	138.00
PAT Margin (5)	%	4.44	3.71	3.02
Debt-Equity Ratio(6)	times	0.61	0.69	0.85
ROCE (7)*	%	16.56	24.45	19.47
ROE (8) *	%	19.03	21.37	18.45
Revenue CAGR (Fiscal 2023 to Fiscal 2025)(9)	%	4.36		
EBITDA CAGR (Fiscal 2023 to Fiscal 2025) (9)	%	6.36		
Tolls Operated(10)	Number	15	7	12
Operation in states(11)	Number	7	5	8

(1) Revenue from operation means revenue from operating activities
(2) EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income.
(3) 'EBITDA Margin' is calculated as EBITDA as a percentage of revenue from operations.
(4) PAT represents total net profit after tax for the year.
(5) 'PAT Margin' is calculated as PAT divided by total income.
(6) Debt Equity Ratio: is calculated as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means Net worth
(7) ROCE is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth + total current & non-current borrowings – cash and cash equivalents and bank balance appearing under current assets.
(8) ROE is calculated as PAT divided by Net worth.
(9) CAGR = Compounded Annual Growth Rate
(10) Tolls Operated is number of tolls operated during the fiscal.
(11) Operation in states means the number of states in which the company operated /did business, in a particular year.

Explanation for Key Performance Indicator metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business of the Group and in turn helps assess the overall financial performance of the Group and size of business of the Group.
EBITDA	EBITDA provides information regarding the operational efficiency of the Group business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of the business of the Group.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business of the Group.
Debt-Equity ratio (times)	The debt to equity ratio compares an organization's liabilities to its shareholders' equity and is used to gauge how much debt or leverage the organization is using.
ROE (%)	ROE provides how efficiently the Group generates profits from shareholders' funds.
ROCE (%)	ROCE provides how efficiently the Group generates earnings from the capital employed in the business.

Revenue CAGR (%)	Revenue CAGR provides information regarding growth in revenue over a period
EBITDA CAGR (%)	EBITDA CAGR provides information regarding growth in EBITDA over a period
Tolls Operated	Tolls Operated shows the number of tolls operated by the company during the Fiscal.
Operation in states	Operations in states shows the number of states in which the company operated /did business, in a particular year.

Explanation of the historic use of the Key Performance Indicators by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Statements. These KPIs may not be defined or presented under Ind AS and hence, should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our performance, liquidity, profitability or results of operations. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. However, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

8. Comparison of Key Performance of Indicators with our listed industry peers

We believe following is our peer group which has been taken on the basis of listed companies operating in somewhat similar lines of businesses in which our Company operates, however, the identification or composition of segments, business verticals, nature and size of projects undertaken and the business model of our company are quite different than such listed peer companies. While their business operations or segments may look to be similar, in part or full, as our business segments, however, the same may not be comparable in size, business portfolio, product and service profile, customer profiles, risk profile, operating environment, profitability, on a whole with that of our Company. Our listed peers may be operating, to a limited extent, in similar industry segments and may have similar offerings or end service applications, however, their revenue composition, focus area, geographic presence and nature of business within different segments may not be same as our and hence, such peers may not be comparable to us.

Parameter	Metric	Highway Infrastructure Limited			Udayshivakumar Infra Limited			IRB Infrastructure Developers Limited			H.G. Infra Engineering Limited		
		Fiscal 2025	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**
Revenue from Operations	₹ in millions	4,957.15	5,734.54	4,551.33	2,891.27	5,771.48	2,868.98	76,134.67	74,089.97	64,016.41	50,561.82	53,784.79	46,220.08
EBITDA	₹ in millions	313.22	384.42	276.87	27.33	419.35	311.81	34,687.42	30,169.39	31,220.24	10,597.15	10,621.53	8,964.95
EBITDA Margin	%	6.32	6.70	6.08	0.95	7.27	10.87	45.56	40.72	48.77	20.96	19.75	19.40
PAT	₹ in millions	223.98	214.14	138.00	(72.07)	301.28	160.47	64,806.84	6,058.16	7,200.11	5,054.01	5,385.86	4,931.91
PAT Margin	%	4.44	3.71	3.02	(2.44)	5.13	5.57	80.69	7.39	10.74	9.97	9.98	10.63
Debt – Equity Ratio	times	0.61	0.69	0.85	0.36	0.22	0.31	1.04	1.36	1.25	1.39	0.61	0.99
ROCE	%	16.56	24.45	19.47	(3.41)	18.10	22.72	6.58	6.60	8.27	13.37	24.54	22.49
ROE	%	19.03	21.37	18.45	(4.28)	17.22	11.13	32.69	4.41	5.38	17.13	21.94	25.66
Revenue CAGR (Fiscal 2025 to Fiscal 2023)	%			4.36			0.39			9.05			4.59
EBITDA CAGR (Fiscal 2025 to Fiscal 2023)	%			6.36			(70.39)			5.41			8.72
Tolls Operated	Number	15	7	12	NA	NA	NA	NA	72	64	NA	NA	NA
Operation in states	Number	7	5	8	NA	1	1	12	12	11	13	12	11

9. **Weighted average cost of acquisition, Floor Price and Cap Price**

a. **The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)**

There has been no instance of issuance of Equity Shares or convertible securities, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more that 5% of the paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Primary Transaction**"). Bonus shares issued during the 18 months preceding the date of this Red Herring Prospectus shall not be considered as a primary transaction.

b. **The price per share of our Company based on sale/ acquisitions of shares (equity / convertible securities)**

There have been no secondary sales / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Promoter Selling Shareholders or Shareholder(s) having the right to nominate director(s) on our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Secondary Transactions**").

c. Since there are no transactions to report to under 9(a) and 9(b) above, the following are the details based on the last five primary issuances or secondary transactions, to the extent applicable, excluding gifts, issuance of Equity Shares pursuant to a bonus issue, (secondary transactions where our Promoters or the members of the Promoter Group or other Shareholders of our Company with rights to nominate directors on our Board are a party to the transaction), not older than three years prior to the date of this Red Herring Prospectus, irrespective of the size of such transactions:

Primary transactions

There have been no primary transactions in the last three years preceding the date of this Red Herring Prospectus.

Secondary transactions:

Except as disclosed below, there have been no Secondary transactions in the last three years preceding the date of this Red Herring Prospectus:

Date of transfer	No. of Equity Shares transferred	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of transaction	Nature of consideration	Total Consideration (in ₹ million)	Price per Equity Shares allotted/transferred after considering Split and Bonus^
July 02, 2024	110	10	750	Transfer	Cash	0.08	125
July 03, 2024	110	10	750	Transfer	Cash	0.08	125
July 03, 2024	110	10	750	Transfer	Cash	0.08	125
July 08, 2024	110	10	750	Transfer	Cash	0.08	125
July 19, 2024	110	10	750	Transfer	Cash	0.08	125
Weighted average cost of acquisition (WACA)			750				**125**

^ Price adjusted for sub-division and bonus issue
Bonus Issue of Equity shares of 38,526,136 on August 20, 2024 not considered as Primary Transaction

d. Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price(₹)*	Cap price(₹)*
Weighted average cost of acquisition of primary / new issue as per paragraph 9(a) above.	NA^	[●]	[●]
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 9(b) above.	NA	[●]	[●]
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 9(c) above	125#	[●]	[●]

^Bonus Issue of Equity shares of 38,526,136 on August 20, 2024 not considered as Primary Transaction
 # Price adjusted for sub-division and bonus issue
**Subject to finalization of Basis of Allotment*
As certified by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant, by way of their certificate dated July 23, 2025

Explanation for Offer Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 9(d) above) along with our Company's key performance indicators and financial ratios for the Fiscals 2025, 2024 and 2023 and external factors which may have influenced the pricing of the offer.

[●]*

**To be included at Prospectus Stage*

Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 9(d) above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*
**To be included at Prospectus Stage*

The Offer Price is [●] times of the face value of the Equity Shares. The Offer Price of ₹ [●]/- has been determined by our Company in consultation with the BRLM, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. The trading price of Equity Shares could decline due to factors mentioned in "*Risk Factors*" on page 31 and you may lose all or part of your investments. Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 180, 253 and 395 respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

The Board of Directors,
Highway Infrastructure Limited
57-FA, Scheme No. 94,
Pipliyahana Junction, Ring Road,
Indore, Madhya Pradesh, India, 452016

Re: Proposed initial public offering of Highway Infrastructure Limited (Company or Offeror)

We, M/s. Anil Kamal Garg & Company, Chartered Accountants, (ICAI Registration Number: 004186C), hereby report that the enclosed statement is in connection with the possible special tax benefits available to the Company; the shareholders of the Company; Highway & Tandon Tollways Private Limited (the "**Subsidiary Company**") and Highway & Tandon Tollways, an unincorporated entity over which the Company is having control (the "**Entity**") (the Subsidiary Company and the Entity, hereinafter, collectively referred to as the "**subsidiaries**") under applicable tax laws presently in force in India including the Income Tax Act, 1961, as amended by the Finance Act, 2025 read with rules, circulars and notifications issued there under (the "**Income Tax Act**") i.e. applicable for the Financial Year 2025-26 relevant to the assessment year 2026-27, presently in force in India and under indirect taxation laws presently in force in India, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the respective State's Goods and Services Tax Act, 2017, the Customs Act, 1962 (the "**Customs Act**") and the Customs Tariff Act, 1975 (the "**Tariff Act**"), as amended by the Finance Act 2025 including the relevant rules, notifications and circulars issued there under. Several of these benefits are dependent on the Company, its shareholders and its subsidiaries as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company, its shareholders and its subsidiaries to derive the special tax benefits is dependent upon their fulfilling such conditions prescribed under the relevant statutory provisions, which based on business imperatives the Company, its shareholders and its subsidiaries face in the future, the Company, its shareholders and its subsidiaries may or may not choose to fulfill.

The benefits discussed in the enclosed Statement (Annexure I) cover only special tax benefits available to the Company, subsidiaries and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her or its own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

1. The Company and /or its shareholders or subsidiaries will continue to obtain these benefits in the future; or

2. The conditions prescribed for availing of the benefits have been/would be met with; or

3. The revenue authorities/courts will concur with the views expressed herein; or

4. The investor should or should not choose to invest in the Offer relying on the statement.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and based on our understanding of the business activities and operations of the Company. Further, in relation to the statement on possible special tax benefits available to the subsidiaries, we have relied upon the certificates on the statements of possible special tax benefits issued by their respective auditors and have not conducted any independent verification. Likewise, in relation to the statement on possible special indirect tax benefits available to the Company and its shareholders under the indirect tax enactments, we have relied upon the certificate issued by the indirect tax consultant of the Company and have not conducted any independent verification.

Our views expressed in the statement enclosed are based on the facts and assumptions indicated to us and are based on the existing provisions of the laws and its interpretation, which are subject to change from time to time.

We hereby consent to the extracts of this certificate being used in the Red herring prospectus (the "**RHP**") to be filed with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**" and together with the BSE, the "**Stock Exchanges**") and the Prospectus (" **the Prospectus**" and together with the RHP, the "**Offer Documents**"), to be filed with the Registrar of Companies, Madhya Pradesh at Gwalior (the "**ROC**") and submitted to the SEBI, and the Stock Exchanges with respect to the Offer, and any other regulatory or governmental authorities, and in any other material used in connection with the Offer and on the websites of the Company and the Book Running "**Book Running Lead Manager**" or "**BRLM**" in connection with the Offer.

We undertake to immediately inform any changes in writing to the above information to the Company and the BRLM until the date when the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (the "**ICAI**") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the ICAI. We have also complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We confirm that the information herein is true, fair, correct, complete, accurate, not misleading and does not contain any untrue statement of a material fact nor omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading. This certificate can be relied on by the Company, the BRLM and the Legal Counsel to the Offer and to assist the BRLM in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This certificate is for information and for inclusion (in part or full) in the Red herring prospectus (the "**RHP**") of the Company to be submitted/filed with the Securities and Exchange Board of India (the "**SEBI**") and any relevant Stock Exchanges, and the prospectus (the "**Prospectus**") which the Company intends to file with the Registrar of Companies, Madhya Pradesh at Gwalior (the "**ROC**") and thereafter file with the SEBI and the Stock Exchanges and in any other document in relation to the Offer (collectively, the "**Offer Documents**") or any other Offer related material, and may be relied upon by the Company, the BRLM and the Legal Counsel to the Offer. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the ROC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

All capitalized terms not defined herein bear the meaning ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of Anil Kamal Garg & Company
Chartered Accountants
Firm Registration Number: 004186C

Name: CA. Devendra Bansal
Designation: Partner
Membership No.: 078057
UDIN: 25078057BMNXPE1083
Place: Indore
Encl.: As above
Date: July 23, 2025

ANNEXURE I

1. Possible Special tax benefits available to the Company

There are no possible special tax benefits available to the Company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Act, 1962, the Customs Tariff Act, 1975 each read with the relevant rules, circulars, and notifications issued there under and each as amended.

However, the services provided by the Company by way of access to a Road or a Bridge on payment of Toll Charges is exempt from Goods & Services Tax, under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, the Integrated Goods and Services Tax Rules, 2017, the Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017, each read with the relevant rules, circulars, and notifications issued there under and each as amended.

2. Possible Special Tax Benefits available to the Shareholders

There are no possible income-tax special tax benefits available to the shareholders of the Company for investing in the shares of the Company. However, such shareholders shall be liable to concessional tax rates on certain incomes (arising from sale of equity shares of the Company).

3. Possible Special tax benefits available to the Subsidiaries

There are no possible special tax benefits available to the subsidiaries under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Act, 1962, the Customs Tariff Act, 1975 each read with the relevant rules, circulars, and notifications issued there under and each as amended.

However, the services provided by the Highway & Tandon Tollways (the "Entity") by way of access to a Road or a Bridge on payment of Toll Charges is exempt from Goods & Services Tax, under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, the Integrated Goods and Services Tax Rules, 2017, the Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017, each read with the relevant rules, circulars, and notifications issued there under and each as amended.

Notes:

1. We have not considered the general tax benefits available to the Company, its shareholders and its subsidiaries.

2. The above statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.

3. This statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.

SECTION IV – ABOUT OUR COMPANY
INDUSTRY OVERVIEW

The industry research report titled "Research Report on Road Toll, Infrastructure EPC & Real Estate Industry in India" dated July 07, 2025 ("CareEdge Report") is exclusively prepared and issued for the purpose of the Offer by CareEdge Research and commissioned and paid for by our Company. Unless noted otherwise, the information in this section is obtained or extracted from CareEdge Report. Further, CareEdge Research is an independent agency, and is not related to our Company, our Directors, our Promoters, our Key Managerial Personnel or the BRLM. This report will be available on the website of our Company at www.highwayinfrastructure.in/investor-information. The data included herein includes excerpts from the CareEdge Report and may have been selective or re-ordered for the purposes of presentation here.

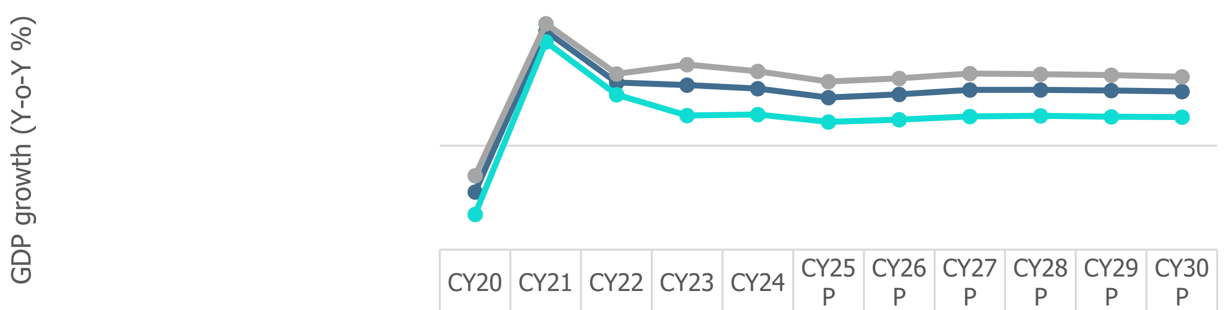
The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. For further details, see "Certain Conventions, Presentation of Financial, Industry and Market Data—Industry and Market Data" on page 26. Also see "Risk Factor titled 'This RHP contains information from an industry report which we have paid for and commissioned from CareEdge Research, appointed by our Company exclusively for the purpose of the Offer. There can be no assurance that such third party statistical, financial and other industry information is either complete or accurate.

Economic Outlook

- **Global Economy**

Global growth, which reached 3.5% in CY23, stabilized at 3.3% for CY24 and projected to decrease at 2.8% for CY25. Global trade is expected to be disrupted by new US tariffs and countermeasures from trading partners, leading to historically high tariff rates and negatively impacting economic growth projections. The global landscape is expected to change as countries rethink their priorities and policies in response to these new developments. Central banks priority will be to adjust policies, while smart fiscal planning and reforms are key to handling debt and reducing global inequalities.

GLOBAL GROWTH OUTLOOK PROJECTIONS (REAL GDP, Y-O-Y CHANGE IN %)



	CY20	CY21	CY22	CY23	CY24	CY25 P	CY26 P	CY27 P	CY28 P	CY29 P	CY30 P
World	-2.7%	6.6%	3.6%	3.5%	3.3%	2.8%	3.0%	3.2%	3.2%	3.2%	3.1%
Advanced Economies	-4.0%	6.0%	2.9%	1.7%	1.8%	1.4%	1.5%	1.7%	1.7%	1.7%	1.7%
Emerging Market and Developing Economies	-1.7%	7.0%	4.1%	4.7%	4.3%	3.7%	3.9%	4.2%	4.1%	4.1%	4.0%

Source: IMF – World Economic Outlook, April 2025; Notes: P-Projection

GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)										
	CY20	**CY21**	**CY22**	**CY23**	**CY24**	**CY25 P**	**CY26 P**	**CY27 P**	**CY28 P**	**CY29 P**	**CY30 P**
India	-5.8	9.7	7.6	9.2	6.5	6.2	6.3	6.5	6.5	6.5	6.5
China	2.3	8.6	3.1	5.4	5.0	4.0	4.0	4.2	4.1	3.7	3.4
Indonesia	-2.1	3.7	5.3	5.0	5.0	4.7	4.7	4.9	5.0	5.1	5.1
Saudi Arabia	-3.6	5.1	7.5	-0.8	1.3	3.0	3.7	3.6	3.2	3.2	3.3

Brazil	-3.3	4.8	3.0	3.2	3.4	2.0	2.0	2.2	2.3	2.4	2.5
Euro Area	-6.0	6.3	3.5	0.4	0.9	0.8	1.2	1.3	1.3	1.2	1.1
United States	-2.2	6.1	2.5	2.9	2.8	1.8	1.7	2.0	2.1	2.1	2.1

Source: IMF- World Economic Outlook Database (April 2025)

Note: P- Projections, E-Estimate; India's fiscal year (FY) aligns with the IMF's calendar year (CY). For instance, FY24 corresponds to CY23.

Indian Economic Outlook

- **GDP Growth and Outlook**

Resilience to External Shocks remains Critical for Near-Term Outlook

India's real GDP grew by 9.2% in FY24 (Rs. 176,505 billion) which is the highest in the previous 12 years (excluding FY22 being 9.7% on account of end of pandemic) and is estimated to grow by 6.5% in FY25 (Rs. 187,951 billion), driven by double digit growth particularly in the Manufacturing sector, Construction sector and Financial, Real Estate & Professional Services. This growth is also led by private consumption increasing by 7.6% and government spending increasing by 3.8% Y-o-Y. Real GDP growth is projected at 6.5% in FY26 as well, driven by strong rural demand, improving employment, and robust business activity.

GDP Growth Outlook (April 2025)

FY26 GDP Outlook: The RBI projects real GDP growth at 6.5% for 2025–26, driven by strong private consumption, steady investment, and resilient rural and urban demand. A favourable monsoon, robust services sector, and improving corporate balance sheets support this outlook.

However, risks from prolonged geopolitical tensions, global trade disruptions, and weather-related uncertainties remain. Taking these into account, the RBI has reaffirmed its growth projections.

RBI's GDP Growth Outlook (Y-o-Y %)

FY26P (complete year)	Q1FY26P	Q2FY26P	Q3FY26P	Q4FY26P
6.5%	6.5%	6.7%	6.6%	6.3%

Source: Reserve Bank of India; Note: P-Projected

Investment Trend in Infrastructure

Gross Fixed Capital Formation (GFCF) is a measure of net increase in physical assets. In FY23, the ratio of investment (GFCF) to GDP remained flat, as compared to FY22 which was at 33.4%. The growth stabilized at 30.4% in FY24 before falling to 29.9% in FY25. The moderation reflects cautious capital spending by both government and private corporations, which has persistently lagged overall GDP growth.

Overall, the support of public investment in infrastructure is likely to gain traction due to initiatives such as Atmanirbhar Bharat, Make in India, and Production-linked Incentive (PLI) scheme announced across various sectors.

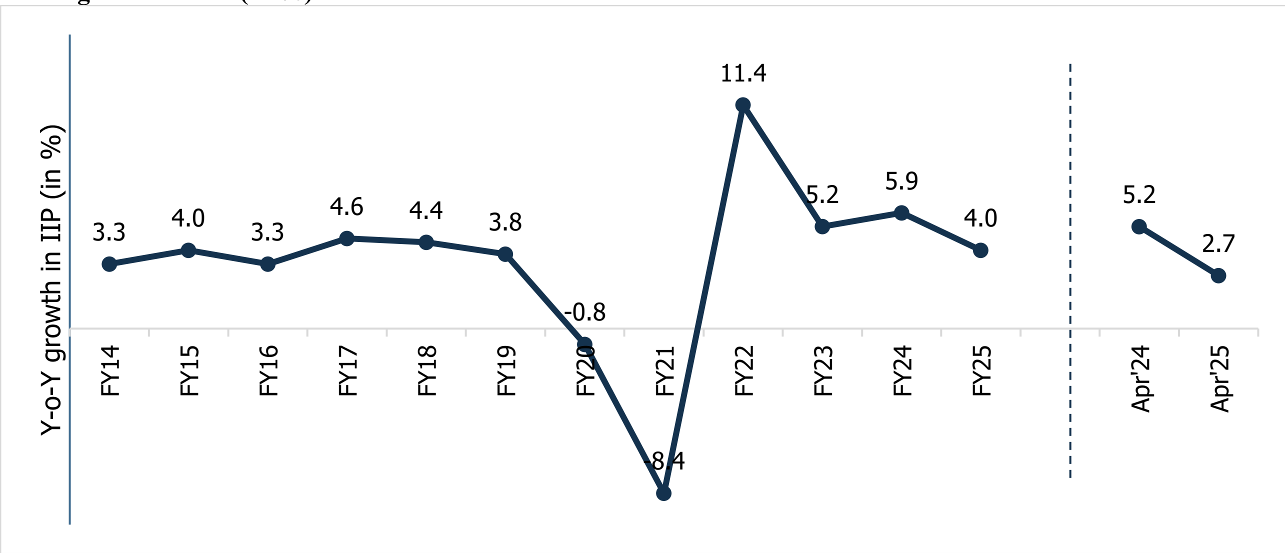
Industrial Growth

The Quick Estimates of the Index of Industrial Production (IIP) for April 2025 show a growth of 2.7%, compared to 5.2% in April 2024. The year-on-year growth moderation reflects subdued performance across key segments, largely due to a contraction in consumer non-durables, infrastructure industries, intermediate goods, capital goods, and primary goods.

In April 2025, industrial growth was supported by Manufacturing (3.4%) and Electricity (1.1%), while the Mining sector contracted by 0.2%. Within the manufacturing sector, industry groups such as pharmaceuticals, motor vehicles, and beverages recorded notable growth. Specifically, the electrical equipment and fabricated metal products segments contributed positively Use-based indices highlighted slower growth across Primary Goods, Capital Goods, and Intermediate Goods. Capital Goods, however, stood out with a strong 20.3% rise, suggesting continued investment momentum.

Manufacturing output grew by 3.4%, contributing significantly to overall industrial growth. This was primarily driven by strong performance in segments such as pharmaceuticals, motor vehicles, beverages, and electrical equipment.

Y-o-Y growth in IIP (in %)



Source: MOSPI

Concluding Remarks

Global economic growth faces headwinds from geopolitical tensions, volatile commodity prices, high interest rates, inflation, financial market volatility, climate change, and rising public debt. However, India's economy remains relatively strong, with an IMF forecast of 6.5% GDP growth in CY24 (FY25 according to the fiscal year), compared to the global projection of 3.3%. Key drivers include strong domestic demand, government capital expenditure and moderating inflation.

Public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.21 lakh crores for FY26. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to healthy sowing, improving reservoir levels, and progress in south-west monsoon along with government's thrust on capex and other policy support will aid the investment cycle in gaining further traction.

The impact of U.S. tariffs on India's export trade is anticipated to be minimal. The engineering goods sector will have a potential U.S. tariff impact, whereas steel industry is affected by the 25% tariffs although the impact is expected to be minimal given the volume of goods exported is less.

On February 13, Prime Minister Narendra Modi and President Donald Trump discussed enhancing the U.S.-India trade relationship, with a target to increase bilateral trade from USD 200 billion to USD 500 billion by 2030. Negotiations for a multi-sector bilateral trade agreement (BTA) are expected to commence later this year, focusing on trade fairness, national security, and job creation.

Thus, while U.S. tariffs may have a limited impact on India's exports, ongoing trade negotiations and India's competitive manufacturing advantage position it well for continued growth in global trade.

Toll Operations market in India

Toll Collection

Structure of toll collection industry in India

The Central Government is authorized to impose fees on national highways for various services like ferries, permanent bridges, temporary bridges, and tunnels. Toll collection typically operates under an open system, where fees are determined based on the length of the road segment, usually around 60 kilometres. Toll plazas are positioned approximately every 60 kilometres, with exceptions made under certain circumstances such as land availability or traffic congestion.

Concessions are sometimes provided to local or frequent users as a welfare measure. Toll rates undergo annual revision, rounded off to the nearest Rs 5. Collection may commence when a project reaches 75% completion, allowing users to access completed sections while paying tolls only for the portion in use. Toll collection continues until the concession period ends.

Once the construction costs are recouped, tolls may be reduced to 40% to cover maintenance expenses. Exemptions for specific vehicles vary based on the regulations applicable at the time of road construction.

• **Road Network Length:**

As per PIB, as on March'25, India boasts a vast road network covering approximately 6.3 million kilometres, making it the second-largest in the world. This network is categorized into National Highways, State Highways, and Other Roads.

- National Highways: The National Highway network spans 1,46,204 kilometres, serving as vital arteries for the country's economic and social development.
- State Highways: Comprising 1,79,535 kilometres, State Highways complement the National Highways in facilitating intra-state transportation and connectivity.
- Other Roads: This category encompasses the bulk of the road network, totalling 60,19,723 kilometres. These roads play a crucial role in connecting rural areas, urban centres, and local communities, contributing significantly to transportation and accessibility nationwide.

• **Growth and Expansion:**

- Over the past nine years, the Ministry of Road Transport and Highways (MoRTH) and its implementing agencies have embarked on various initiatives to enhance the capacity and efficiency of the National Highway infrastructure.
- The National Highway network has witnessed remarkable growth, with a 60% increase from 91,287 kilometres in 2014 to 1,46,204 kilometres by March 2025.
- Notably, the length of National Highways with four lanes or more has surged by 2.5 times, reaching 45,947 kilometres by March 2025. Conversely, the length of less than two-lane National Highways has decreased significantly, demonstrating a strategic focus on upgrading and widening existing infrastructure.

• Construction Pace and Expenditure:

- The average pace of National Highway construction has soared by ~193%, reaching ~34 kilometres per day from in 2025, up from 11.6 kilometres per day in 2014. This accelerated construction rate reflects concerted efforts to expedite infrastructure development and meet growing transportation demands.
- Expenditure on road infrastructure has also witnessed a substantial increase, expected to rise by 9.4 times to Rs 4.59 Trillion by FY24. This heightened investment underscores the government's commitment to modernizing and expanding the road network to support economic growth and development.

• Special Initiatives and Programs:

- The Ministry has launched several special campaigns and initiatives to address specific challenges and enhance road safety, efficiency, and consumer empowerment. These include the Bharat New Car Assessment Programme, aimed at providing safety ratings for passenger cars, and the Vehicle Scrapping Policy, which aims to remove old and polluting vehicles from the roads.
- Furthermore, the implementation of digital tools and mobile applications, such as Rajmarg Yatra and NHAI One, demonstrates a concerted effort to leverage technology for customer redressal and on-site project execution.

In summary, the quantitative overview of India's Roads & Highway industry showcases significant progress and strategic investments in infrastructure development, aimed at fostering economic growth, improving connectivity, and ensuring road safety and efficiency across the nation

In India, the management of toll plaza operates under a structured contract framework when outsourced to private entities. This system encompasses various stages and procedures to ensure effective toll collection and infrastructure management.

1. **Initiation of User Fee Collection**: User fee collection typically commences within 45 days of the Commercial Operation Date (COD) of the National Highway Project, as per the National Highway Fee Rules of 2008. To facilitate this, all User Fee Plazas must be substantially completed, along with necessary infrastructure, at least 60 days prior to the COD.
2. **Proposal Submission and Approval**: State Government Chief Engineers or relevant authorities such as NHAI/NHIDCL initiate proposals for issuing User Fee Notifications at least six months before project completion. These proposals, accompanied by essential details and draft notifications, are submitted to the Ministry for approval. Proposals seeking deviations from prescribed norms must be justified adequately.
3. **Approval and Handover Process**: After examination and approval by concerned Project Zones and the Toll Division of the Ministry, User Fee Notifications are published, authorizing NHAI or designated agencies to collect User Fees. Upon successful processing, NHAI assumes management responsibilities for tolling at the designated plaza, while the respective agency retains control over the highway section.
4. **Electronic Toll Collection (ETC) Compliance**: User Fee Plazas are mandated to be ETC compliant. NHAI is tasked with converting all lanes to Hybrid ETC compliant systems, ensuring dedicated lanes for vehicles equipped with ETC technology.
5. **Conversion and Implementation**: NHAI prepares proposals and cost estimates for converting Plazas to ETC compliance and engages vendors for implementation. Once approved, NHAI commences Plaza conversion works upon receipt of necessary approvals and funds.
6. **Timelines and Responsibilities**: The outlined procedures adhere to specific timelines and responsibilities, ensuring timely completion of toll plaza construction and ETC conversion well in advance of the COD.
7. **Applicability**: The contractual framework applies to both new highway projects and existing toll plazas, including BOT(Annuity), HAM projects, and ongoing BOT(Toll) projects.

This structured approach ensures efficient toll management and infrastructure maintenance, contributing to the overall effectiveness of India's national highway network.

Market sizing of toll collection industry and outlook

The Government mandated the use of FASTag from February 2021 onwards. In addition, the convenience of using digital payment modes has resulted in considerable growth in toll payments through the NETC platform. A total of 110 million FASTags were issued as of May 2025 through the NETC programme. The programme has seen 11.9% growth on y-o-y basis as of Mar-25, with a collection of Rs 68 Billion in FY25 and as of May-25 stands at Rs 71 Billion. In terms of volume and the amount collected May-25 has been the highest q-o-q sales.

There has been an upside in toll collection after increase in Toll Operate Transfer (TOT) models and Monetization of assets by Government of India. Under this model, NHAI has monetised four TOT Bundle 11,12,13 and 14 and realised Rs. 15,968 crores during the financial year 2023-24 totalling Rs. 42,334 crores, so far.

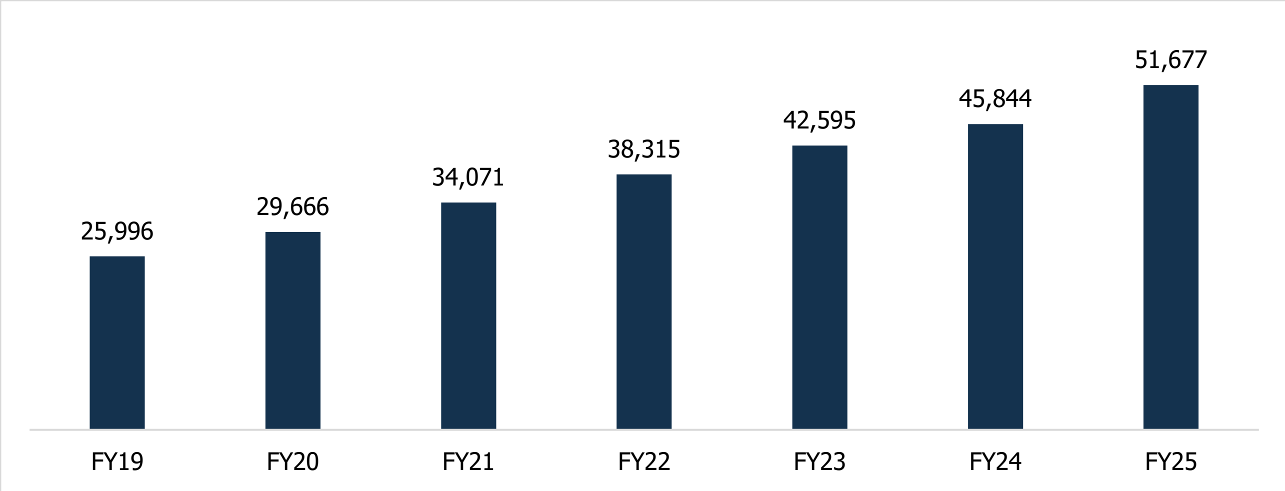
USER FEE COLLECTION REVENUE (RS. CRORE)

Financial Year	NHAI	MORTH	Total Amount
FY19	24,396.2	758.6	25,154.8
FY20	26,850.7	786.9	27,637.6
FY21	27,159.6	764.2	27,923.8
FY22	33,037.1	870.6	33,907.7
FY23	46,998.0	1,030.2	48,028.2
FY24	55,811.0	8,998.86	64,809.9

Source: PIB, CareEdge Research

The tolling length has also increased on yearly basis. It has grown by 74.7% when compared with FY19 implying government shifts towards increasing toll plaza and efficient toll collection with Fastag collection system. As of March 2025, the toll length stands at around 51,677 Km.

TOTAL TOLLING LENGTH (IN KM)

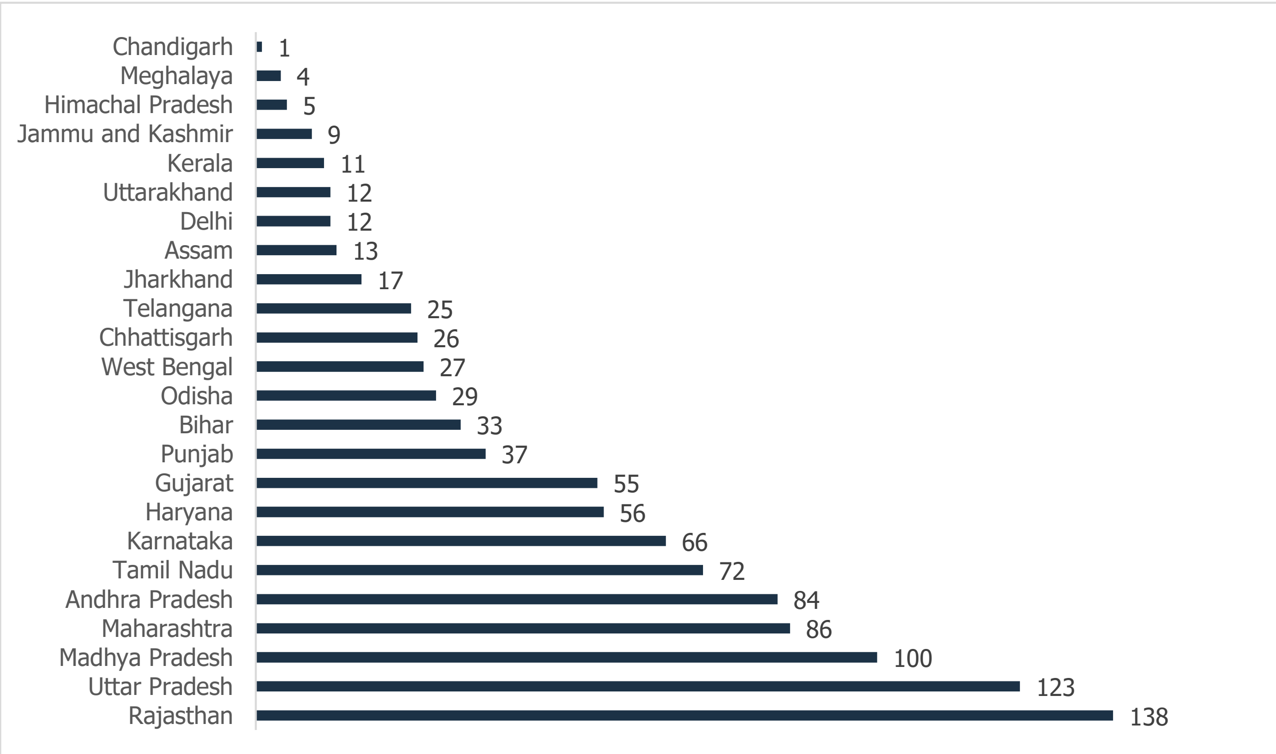


Source: PIB, CareEdge Research

Total Tolling Length is expected to grow in future with increasing toll revenue for the government. The government's upcoming NHAI projects focused on connectivity and increasing expressways which will help increase in cargo and passenger vehicle movement. The investments made in projects will be recovered through toll collection for a period of 15-20 years, this will eventually lead to increase in toll collection in future for NHAI.

The Outlook of the toll industry remains positive as more and more roads length of Km is expected to be completed by 2025 generating revenue's in future. According to PIB (Press Information Bureau) and CareEdge, the toll length of approximately 5,100 km is estimated to have completed by FY25. This will approximately increase the toll revenue by 4,200 crores for FY25 & FY26. Increase in traffic volume in passenger and commercial vehicles will lead to further increase in toll revenues.

STATE WISE NUMBER OF TOLL PLAZAS ON NATIONAL HIGHWAYS



Source: NHAI website accessed on 14th January 2025, CareEdge Research

The distribution of toll plazas across Indian states for National Highway tolls varies significantly. Rajasthan has the most with 138 tolls, followed by Uttar Pradesh with 123, Madhya Pradesh and Maharashtra have 100 and 86 tolls respectively. In contrast, states like Meghalaya and Chandigarh have fewer toll plazas, with only 4 and 1, respectively. This variation reflects differences in road infrastructure and network coverage across the country.

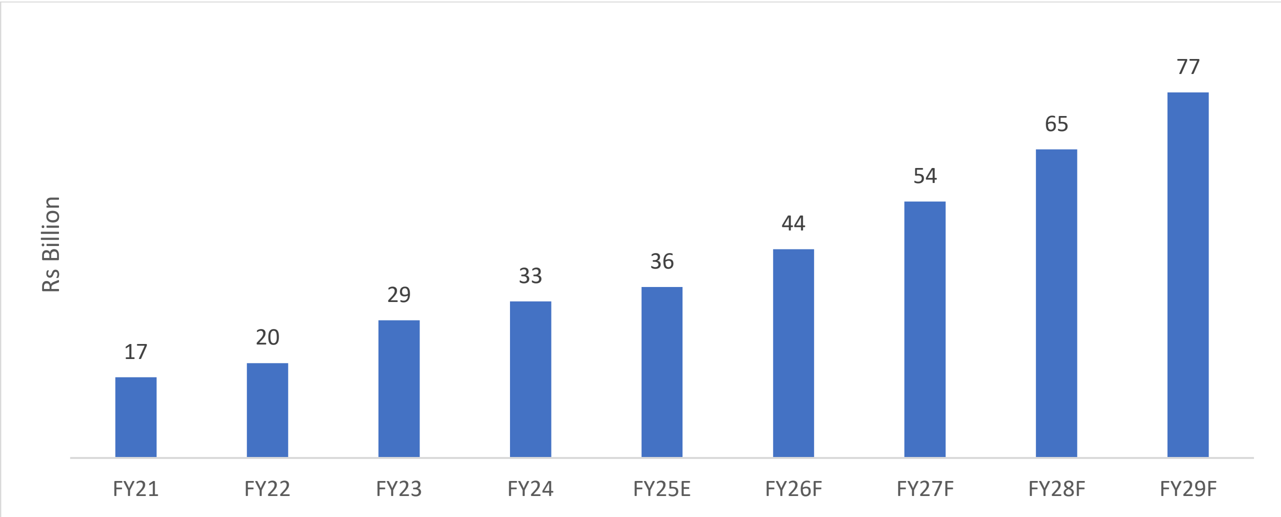
Key Players Managing over 60% of toll plaza

Concessionaire	Number of Toll Plaza Managed
NHAI	539
IRB	33
L&T	20
Ashirwad	16

Source: NPCI

NHAI is the largest concessionaire manages over 500 toll plazas, managing more than 50% of the total 985 toll plazas. IRB Infrastructure Developers Limited is the second largest concessionaire of toll plaza and manages over 30 national toll plazas, followed by Larsen & Toubro (L&T) that manages 20 toll plazas. Ashirwad Infrastructure Private Limited manages 16 toll plaza and Reliance Infrastructure Limited manages 15 toll plazas. As on June 2020, 115 entities were empanelled with the National Highways Authority of India (NHAI) as toll collecting contractors which increased to 122 as on June 2024.

Market Size of Toll Plaza Management Services Industry – In value terms



Source: CAREEDGE Estimates
Note: E indicates Estimated, F indicates Forecast

The market size of toll management services industry has seen significant growth at 21% CAGR between FY21-FY29, this increase is largely supported by boost in construction of national highway, Government's initiatives towards Roads and Transport sector. In FY24, the market size of toll management services industry in value terms is estimated to have reached Rs. 33 billion, indicating nearly 14% y-o-y growth over FY23.

Past trend and outlook on future awarding execution of contracts - toll operators

- The Ministry of Road Transport and Highways is primarily responsible for the development and maintenance of national highways. The NH network in the country has expanded from about 1,32,995 km in March 2020 to about 1,46,204 km in March 2025.
- The NH projects of about 53,600 km have been awarded during the last five years, including NH projects of about 2,085 km taken up in the State of Gujarat.
- About 56,700 km length of national highways has been constructed during the last three years, including 2,182 km constructed in Gujarat.

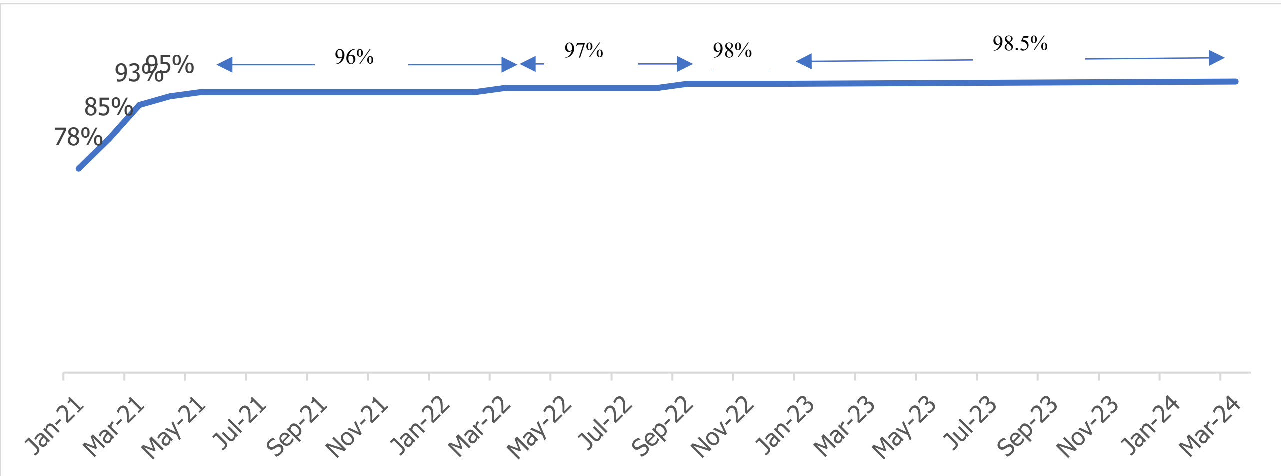
Investments/ Funds allocated for development of NHs in Key States (Rs crore)

Sr. No.	State/UT	2019-20		2020-21		2021-22		2022-23		2023-24	
		Allocated	Expenditure	Allocated	Expenditure	Allocated	Expenditure	Allocated	Expenditure	Allocated	Expenditure
1	Andhra Pradesh	6,618	6,618	4,281	4,281	5,890	5,890	6,957	6,957	11,440	11,440
2	Arunachal Pradesh	1,710	1,710	2,512	2,512	2,718	2,718	3,140	3,140	2,649	2,649
3	Assam	2,436	2,436	3,753	3,753	3,150	3,150	4,557	4,557	9,137	9,137
4	Bihar	4,392	4,392	6,716	6,716	9,174	9,174	9,347	9,347	10,749	10,749
5	Chhattisgarh	1,653	1,653	2,224	2,224	1,936	1,936	2,468	2,468	4,255	4,255
6	Goa	977	977	734	734	615	615	673	673	620	620
7	Gujarat	5,102	5,102	7,533	7,533	10,710	10,710	9,831	9,831	10,900	10,900
8	Haryana	6,721	6,721	10,651	10,651	7,203	7,203	3,924	3,924	6,062	6,062
9	Himachal Pradesh	1,238	1,238	2,033	2,033	3,164	3,164	4,534	4,534	5,175	5,175
10	Jharkhand	2,312	2,312	2,627	2,627	2,853	2,853	3,127	3,127	4,599	4,599
11	Karnataka	7,860	7,860	5,838	5,838	7,681	7,681	6,763	6,763	12,695	12,695
12	Kerala	1,265	1,265	12,831	12,831	10,136	10,136	3,994	3,994	10,419	10,419
13	Madhya Pradesh	6,429	6,429	8,250	8,250	9,006	9,006	6,210	6,210	7,447	7,447
14	Maharashtra	24,166	24,166	20,844	20,844	18,655	18,655	18,355	18,355	19,867	19,867
15	Manipur	1,180	1,180	978	978	2,142	2,142	2,737	2,737	2,598	2,598
16	Meghalaya	901	901	861	861	819	819	684	684	1,803	1,803

Source: Press Information Bureau, CareEdge Research

The total investment across the above states was Rs 1,20,415 crore and the entire amount was expended.

ETC Penetration



Source: Ministry of Roads, Transport and Highways, CareEdge Research

The data reveals a consistent upward trend in Electronic Toll Collection (ETC) penetration in India from January 2021 to

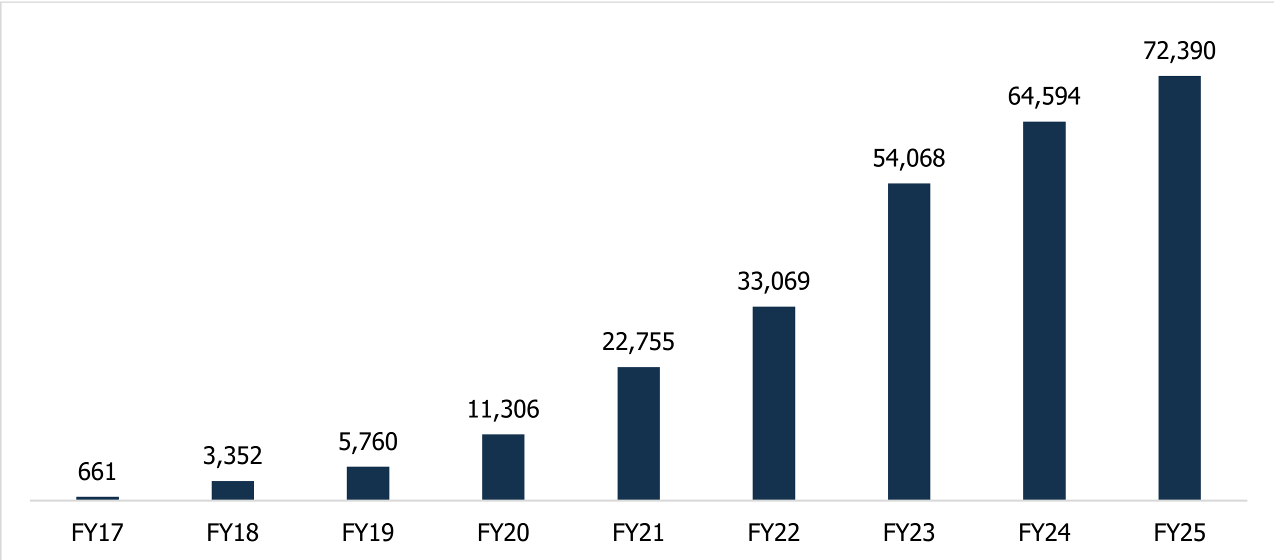
December 2022. ETC penetration increased steadily from 78% in January 2021 to 98.5% by March 2024, indicating widespread adoption of ETC FASTags among vehicle owners.

FasTag Toll collections in India by value and volume

The financial year wise data for ETC FASTag transactions (in lakhs) at National Highways (NH), Ministry of Road Transport and Highways (MoRTH), and State Highways (SH) toll plazas over the past eight years demonstrates a remarkable upward trend in adoption. Starting from FY 2016-17 with 236 lakhs transactions, there was a consistent increase year after year. By FY 2024-25, transactions surged to 41,638 lakhs, indicating a significant acceleration in FASTag usage. This growth trajectory signifies the increasing acceptance and integration of FASTag as the preferred mode of toll payment.

Each year witnessed a substantial rise in transactions, highlighting the effectiveness of FASTag in streamlining toll payments and enhancing overall efficiency in transportation infrastructure management. The data underscores the successful implementation of FASTag across NH, MoRTH, and SH toll plazas in India, contributing to a smoother and more convenient travel experience for motorists while also facilitating better revenue collection and toll plaza operations.

ETC FASTAG TRANSACTION IN VALUE (IN CRORE) FOR NH, MORTH, SH TOLL PLAZAS



Source: IHMCL, CareEdge Research

The ETC FASTag collections over the past eight years illustrates a significant upward trend, indicating a substantial increase in revenue generated through FASTag transactions. Starting from FY 2016-17 with Rs. 661 crore in collections, there was a consistent year-on-year growth. By FY 2024-25, collections soared to Rs. 72,390 crore, representing a remarkable surge in FASTag toll revenue.

This upward trajectory in FASTag collections reflects the increasing adoption and usage of FASTag for toll payments across the country. Each financial year witnessed substantial growth in collections, showcasing the effectiveness of FASTag in enhancing revenue generation and toll plaza operations. The surge in collections can be attributed to various factors, including the expansion of the FASTag network, government initiatives promoting digital payments, and incentives provided to motorists for adopting FASTag.

Overall, the data highlights the successful implementation of FASTag in India, contributing to streamlined toll payments, improved traffic management, and increased revenue for infrastructure development.

Key growth drivers and challenges in the industry

Key drivers

The toll collection industry in India is driven by several key factors that contribute to its growth and development:

- **Infrastructure Development:** The ongoing expansion and development of road infrastructure, including national highways, expressways, and bridges, create opportunities for toll collection. Government initiatives such as the Bharatmala Pariyojana and National Highways Development Project (NHDP) aim to enhance connectivity and upgrade road networks, driving the demand for toll roads as well as **National Monetization Pipeline (NMP)** and the government has also focused on financing of infra projects thus**, Development Finance Institution (DFI)** is created to improve the financing of infrastructure projects.

- **Urbanization and Population Growth:** Rapid urbanization and population growth result in increased vehicular traffic and demand for transportation infrastructure. Toll roads offer faster and more efficient travel options, especially for commuters and commercial vehicles, driving the growth of the toll collection industry.

- **Private Sector Participation:** Government policies promoting public-private partnerships (PPPs) in infrastructure development have **attracted** private sector investments in toll road projects. Private investors bring expertise, capital, and innovation to toll road projects, accelerating their development and contributing to industry growth.

- **Policy Support and Regulatory Framework:** Supportive government policies, regulatory frameworks, and initiatives to streamline **toll** operations facilitate industry growth. Clear guidelines, standardized procedures, and transparent bidding processes create a conducive environment for investment and development in toll road projects.

- **Technological Advancements:** The adoption of advanced technologies such as electronic toll collection (ETC), RFID-based tolling systems, and real-time traffic management solutions improves the efficiency and effectiveness of toll collection operations. **Technology**-driven initiatives enhance user experience, reduce congestion, and increase revenue collection. Electronic Toll Collection (ETC) and RFID-based systems streamlines toll collection by reducing manual handling, minimizing errors, and speeding up transactions, which leads to increased operational efficiency and revenue. Additionally, real-time traffic management solutions enhance user experience by reducing congestion and providing up-to-date traffic information, thus improving overall satisfaction and encouraging more frequent use of toll roads.

- **ANPR-based system:** Automatic Number Plate Recognition (ANPR) technology plays a crucial role in modern toll collection systems. It employs high-resolution cameras to capture vehicle number plates, even under challenging conditions. The captured images are processed using Optical Character Recognition (OCR) to convert them into a digital format. This information is then matched with a database of registered vehicles to automatically deduct the toll fee. If no match is found, the system can issue a violation notice or bill to the vehicle owner, ensuring efficient enforcement and penalizing toll evaders. In 2022, pilot implementation of the Automatic Number Plate Recognition (ANPR) based system has been implemented along stretches of Delhi-Meerut Expressway. In this system, applicable user fees are deducted from FASTag based on the entry and exit of the vehicles as captured by ANPR cameras installed at various entry and exit locations. NHAI has appointed a consultant agency for detailed study on Automatic Number Plate Recognition (ANPR) technology.

- **GPS Based Technology:** India is set to implement a GPS-based toll collection system, using GNSS technology to track vehicles and calculate tolls based on distance travelled.

- **Increasing Demand for Efficient Transportation:** Growing demand for efficient transportation services, particularly for freight and logistics, drives the development of toll roads and expressways. Toll roads offer time-saving benefits, reduced travel times, and improved connectivity, attracting users and supporting economic activities.

- **Revenue Generation and Financing Models:** Toll roads provide a sustainable revenue stream for infrastructure development and maintenance. Innovative financing models, such as Build-Operate-Transfer (BOT), Hybrid Annuity Model (HAM), and Toll-Operate-Transfer (TOT) model, enable efficient project financing and long-term revenue generation, attracting investments in toll road projects.

- **Focus on Sustainable Development:** Increasing emphasis on sustainable development, environmental conservation, and **green** infrastructure influences toll road projects. Integration of eco-friendly practices, adoption of green technologies, and mitigation of environmental impacts contribute to the growth and acceptance of toll roads among stakeholders.

By leveraging these growth drivers and addressing challenges, the toll collection industry in India can further expand its infrastructure network, improve service quality, and contribute to the country's economic development and mobility enhancement efforts.

Key challenges

- **Traffic Congestion:** Toll plazas often experience significant traffic congestion, leading to delays for commuters and commercial vehicles. This congestion not only affects the efficiency of toll collection but also contributes to increased fuel consumption and air pollution. Although, with the instalment of Fast Tag the congestion has reduced but still it is not resolved completely.

- **Technological Infrastructure:** Many toll collection systems in India still rely on manual processes, leading to inefficiencies and potential revenue leakage. The adoption of advanced technologies such as electronic toll collection (ETC) and RFID-based systems is essential to improve efficiency and reduce operational costs.

- **Maintenance and Upkeep:** Ensuring the proper maintenance and upkeep of toll infrastructure, including roads, bridges, and toll booths, is crucial for ensuring safe and efficient operations. Limited funding and resources for maintenance can lead to deteriorating infrastructure and reduced service quality.

- **Revenue Leakage and Fraud:** The manual nature of toll collection processes increases the risk of revenue leakage and fraudulent activities such as under-reporting of toll collections and ticket tampering. Implementing robust auditing and monitoring mechanisms is essential to mitigate these risks.

- **Interoperability Issues:** Lack of interoperability between different toll collection systems and operators can create inconvenience for commuters traveling across multiple toll roads. Streamlining interoperability and standardizing toll collection systems can enhance user experience and improve overall efficiency.

- **Public Opposition and Protests:** Toll collection sometimes faces opposition from local communities and interest groups, leading to protests and disruptions. Addressing public concerns, ensuring transparency in toll collection processes, and engaging with stakeholders are essential for building public trust and acceptance.

- **Environmental Concerns:** Toll infrastructure projects often face environmental challenges such as land acquisition issues, displacement of communities, and ecological impacts. Conducting comprehensive environmental assessments and implementing mitigation measures are essential for sustainable toll infrastructure development.

Nature of procurement of Tenders for awarding of toll contract

- **Tender Announcement and Documentation:**
  The procurement process commences with the issuance of a tender notice by relevant authorities such as the National Highways Authority of India (NHAI) or state highway agencies. This notice serves to inform potential bidders about the project specifics, including its scope, requirements, and evaluation criteria. Detailed documentation accompanying the tender notice outlines the eligibility criteria, submission guidelines, and terms and conditions that prospective bidders must adhere to throughout the bidding process.

- **Prequalification of Bidders:**
  Interested parties seeking to participate in the bidding process are required to submit prequalification documents to demonstrate their eligibility. These documents typically include information pertaining to the bidder's financial stability, technical capabilities, past experience in similar projects, and compliance with legal and regulatory requirements. The prequalification process allows the authority to shortlist bidders who meet the specified criteria, ensuring that only qualified candidates proceed to the next stage of the procurement process.

- **Submission of Bids:**
  Shortlisted bidders prepare and submit their bids within the designated timeframe, adhering to the guidelines outlined in the tender documentation. Bids consist of both technical and financial proposals, with the technical proposal outlining the bidder's approach to toll operations, maintenance plans, staffing arrangements, and other relevant aspects. The financial proposal includes details such as proposed toll rates, revenue sharing models (if applicable), and any additional financial considerations put forth by the bidder.

- **Bid Evaluation:**
  Upon the submission of bids, a bid evaluation committee appointed by the authority undertakes a comprehensive assessment of each bid. The evaluation process involves a thorough review of the technical and financial proposals submitted by the bidders against predetermined evaluation criteria. These criteria may encompass factors such as technical expertise, operational efficiency, financial viability, proposed toll rates, compliance with project requirements, and any innovative solutions proposed by the bidder. The committee conducts technical evaluations, financial assessments, site visits, and due diligence checks as part of the evaluation process.

- **Bid Selection and Negotiation:**
  Following the evaluation process, the authority selects the most competitive bid that offers the best value for money and aligns with project objectives. Upon selection, negotiations commence between the authority and the successful bidder to finalize the terms and conditions of the toll contract. Negotiations may cover various aspects, including toll rates, revenue sharing arrangements, performance guarantees, service level agreements, dispute resolution mechanisms, and any other contractual provisions deemed necessary by either party.

- **Contract Award:**
  Once negotiations are concluded and terms are mutually agreed upon, the authority formally awards the toll contract to the successful bidder. A formal contract document is prepared and signed by both parties, outlining the rights, obligations, responsibilities, and duration of the concession or contract. The contract serves as a legally binding agreement that governs the relationship between the authority and the awarded bidder throughout the duration of the toll concession or contract.

- **Implementation and Monitoring:**
  With the toll contract awarded, the successful bidder assumes responsibility for the implementation of toll operations as per the terms and conditions specified in the contract. This includes mobilizing resources, deploying staff, and setting up toll plazas and infrastructure in accordance with the agreed-upon timelines and requirements. Throughout the implementation phase, the authority establishes a robust monitoring and oversight mechanism to ensure compliance with contractual obligations, quality standards, safety regulations, and performance targets. Regular inspections, audits, and performance reviews are conducted to assess the contractor's performance and address any issues or deviations from the agreed-upon terms. Transparency, fairness, integrity, and adherence to legal and regulatory frameworks remain paramount throughout the entire procurement process to ensure a robust and competitive selection of the most qualified contractor for managing toll operations on highways in India.

Models to Collect Toll

Types of models under toll collection

- **Build-Operate-Transfer (BOT) Model:** In the Build-Operate-Transfer (BOT) model, private entities take on the responsibility to finance, construct, and operate roads within a specified concession period. They recover their investments through tolls collected from road users or payments from the government during this period. Once the concession period ends, ownership of the road infrastructure typically transfers back to the government. This model allows private entities to recoup their initial investments and generate profits through toll revenues while assuming the risks associated with construction and operation.

- **Design-Build-Finance-Operate (DBFO) Model:** Under the Design-Build-Finance-Operate (DBFO) model, private entities undertake the comprehensive task of designing, constructing, financing, and operating road infrastructure. They are compensated based on performance metrics or toll revenues collected during the operational phase. Over time, ownership of the road assets gradually transfers to the government, usually after the concession period concludes. This model incentivizes private sector efficiency and innovation throughout the project lifecycle, as they are responsible for both construction quality and operational performance.

- **EPC Models in Toll Collection:** EPC (Engineering, Procurement, and Construction) models in toll collection streamline operations by assigning a single contractor with designing toll infrastructure, procuring necessary equipment, and implementing technology for efficient toll collection systems. This approach ensures a seamless process from design to operation, enhancing reliability and minimizing operational disruptions on the road network.

- **Hybrid Annuity Models:** Hybrid Annuity Models blend elements from various PPP structures to suit specific project requirements. In this model, the government contributes a portion of the construction costs upfront, while the private sector manages the design, construction, and maintenance phases. The private sector receives periodic payments or annuities during the concession period, incentivizing them to maintain high-quality infrastructure while reducing the financial burden on the government.

- **Operate Maintain Transfer (OMT):** The OMT model is designed to leverage private sector participation and efficiency while ensuring that the public sector retains ultimate control and ownership of the infrastructure. This approach aims to improve the quality and efficiency of toll collection and road maintenance and reduce the burden of operation of assets on the public sector and gain better financial realization by competitive bidding of annual toll contracts.

- **Toll Operate Transfer (TOT) Models:** Toll Operate Transfer (TOT) Models grant private entities the rights to operate and collect tolls on specific roads for a predetermined period. Alongside toll collection responsibilities, these entities manage the operation and maintenance of the road infrastructure. Revenue generated from tolls is often shared with the government as part of the agreement. This model allows private entities to leverage their expertise in road management while sharing financial risks and rewards with the government, contributing to improved infrastructure development and maintenance.

Operate Maintain Transfer

The "Operate, Maintain, Transfer" (OMT) model in toll collection is a public-private partnership framework used to manage toll roads and related infrastructure efficiently. In this model, a private concessionaire/toll operator makes weekly payments to NHAI/government body based on the contracted bid value. Such payments must be made irrespective of the actual toll collected by the operator. The period of such contracts is usually up to 1 year. Here’s a detailed explanation of each component:

- Operate: A private company or consortium is contracted to manage the daily operations of the toll collection system. This includes running the toll booths, handling electronic toll collection systems, customer service, and traffic management. The aim is to ensure smooth, efficient, and transparent toll collection processes. The operator uses their expertise and resources to handle operations effectively.

- Maintain: The operator is also responsible for the maintenance of the toll road and associated infrastructure. This includes regular inspections, repairs, and upgrades to ensure the road is in good condition and meets safety standards.

To ensure proper maintenance and the longevity of the infrastructure, reduces disruptions for users, and maintains a high level of service quality.

- Transfer: At the end of the contract period, the private operator transfers the toll road and associated infrastructure back to the government or another designated public entity. This ensures that after the contract period, the public sector retains ownership and control over the infrastructure. It allows the government to reassess and potentially renegotiate terms or appoint a new operator.

Benefits of the OMT Model:

- By leveraging private sector expertise, the OMT model can lead to more efficient toll collection and road management.
- Investment: Private companies invest in the infrastructure, which can reduce the financial burden on the government.
- Maintenance: The focus on maintenance helps keep the roads in good condition, benefiting users and extending the lifespan of the infrastructure.
- Flexibility: The model allows the government to periodically reassess the performance and terms of the contract, ensuring ongoing value and service quality.

Overall, the OMT model is a strategic approach to leveraging private sector efficiencies while ensuring that public assets are managed effectively and remain under public control.

Toll Operating Transfer (TOT)

In 2016, the TOT model was introduced by Cabinet Committee on Economic Affairs (CCEA). CCEA authorized NHAI to monetize publicly funded NH projects in 2016. In TOT model, developers are chosen through a fair and competitive bid process, assuring fairness and transparency in the selection.

The Toll-Operate-Transfer (TOT) model is a public-private partnership framework used to monetize operational highway projects, where the government leases these assets to private entities. In this model, a private concessionaire pays an upfront lump sum to the government for the right to operate, maintain, and toll the highway for a set period, typically 15 to 30 years. This arrangement enables the government to generate immediate revenue, which can be used for further infrastructure development, while transferring operational risks and maintenance responsibilities to the private sector. The concessionaire, in turn, benefits from the toll revenue but also assumes the risk of traffic volume fluctuations and maintenance costs.

The model promotes efficient management and maintenance through private sector involvement and sets performance standards to ensure road quality and safety. In India, the National Highways Authority of India (NHAI) has successfully implemented several TOT bundles, attracting significant investment from both domestic and international players.

The NHAI had begun an asset recycling project using the TOT concept. Through the TOT model, NHAI has been authorized to monetize publicly funded NH Projects that have been operational and collected tolls for at least one year. The TOT model is a new idea for asset recycling that envisions long-term investment opportunities in the highway sector for Indian developers, as well as a platform built by Pension and Foreign Infrastructure and Pension Funds. The Toll-Operate-Transfer (TOT) model is an innovative structure for public-private partnerships that permits private companies to manage and run toll roads while the government maintains ownership, ensuring steady, long-term revenue for infrastructure projects. Because it may decrease operational risks through established toll revenue streams and provide predictable financial returns, this strategy is attractive to institutional investors like pension funds and international infrastructure funds. Furthermore, by directing private investment into public assets, the TOT model makes it easier to upgrade and expand the infrastructure as needed. This promotes overall economic development and expansion while also improving the effectiveness and calibre of transportation services.

Benefits to the Government

- The developer's upfront payments in the TOT model provide the government with immediate revenues, serving as a vital financial source for highway expansion and maintenance in future.

- The TOT model encourages private participation by allowing private enterprises to invest in highway construction. The model attracts private investment which supplements government resources allowing for greater and efficient development. This also helps in reducing the load on the government's budget and enables them to grant funds to other critical sectors.

- Private enterprises are responsible for the development and operation of toll roads under the TOT concept. These firms usually have the skills, expertise and resources necessary for effective project execution which can result in faster project completion, minimizing the time and expense associated with road construction.

- The model will also assist the government in utilizing the corpus (produced from the proceeds of project monetization) to satisfy financing requirements for future development and O&M of roads in the country.

Road construction in India is expected to grow with new funding mechanisms by the National Highways Authority of India (NHAI), such as ToT (Toll Operate Transfer) and InvITs (Infrastructure Investment Trust) and interest from international funds (both for equity as well as debt). This has the potential to catapult India to the third-largest construction market globally.

HAM Projects & Recent Amendments

The Hybrid Annuity Model (HAM) is a public-private partnership used for highway development in India. It splits the project cost between the government and private sector, with the government funding up to 40% during construction and the private concessionaire covering the remaining 60%.

The government then makes annuity payments to the concessionaire over 15 to 20 years, covering investment and operational costs and including interest on the invested equity. This model reduces financial risk for private players, ensures steady revenue through annuity payments, and shares traffic risk with the government, promoting timely project execution and high infrastructure quality. The National Highways Authority of India (NHAI) has successfully implemented HAM for various highway projects.

Bidder Eligibility criteria of NH projects under Hybrid Annuity Mode (HAM):

- The ministry has amended the Standard RFP document of HAM Mode to incorporate provisions relating to Threshold Technical capacity prescribed for similar work experience for EPC works related to Major Bridges and Tunnels. This will enable NHAI to procure concessionaires having appropriate experience in Major Bridges/ Tunnels for projects being executed under HAM mode.

- Changes have been made in the relevant clauses of the model RFP and Model Concession Agreement (MCA) of the HAM project to allow the Lowest Quoted Bid Project Cost (BPC) as the basis for awarding the HAM Project and O&M cost to be fixed as in EPC projects. It was a much-needed demand of the industry as it will now bring out the winner immediately after the opening of financial bids in a transparent manner as in EPC mode of bidding. The earlier practice of making the award of the project in HAM after converting BPC and O&M quotes to NPV was not clear to many bidders.

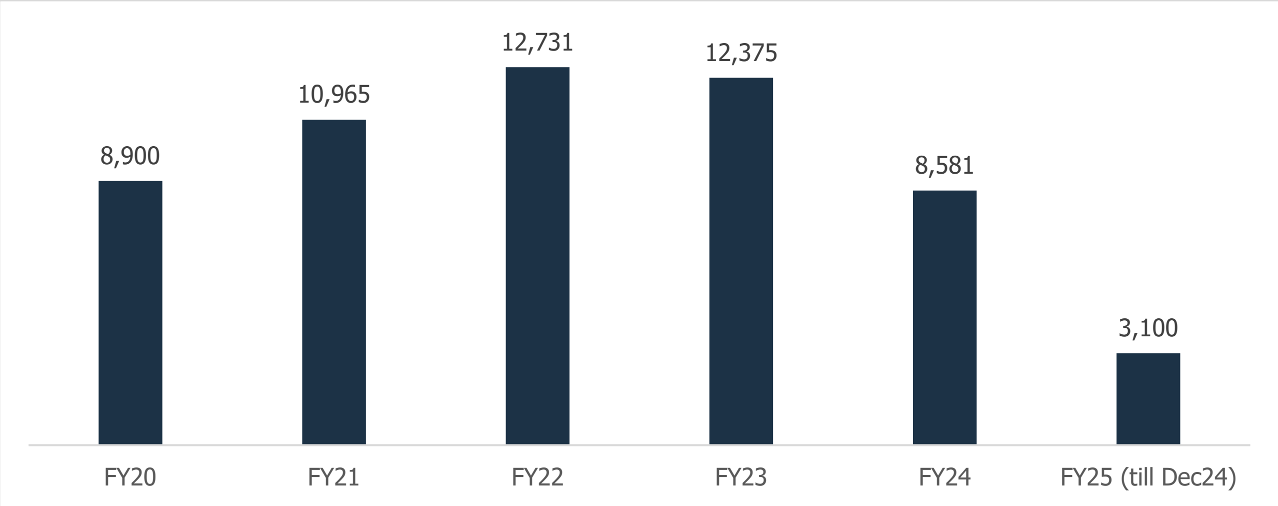
- Changes have been made in the relevant clauses of the Model Concession Agreement of the BOT (Toll) project permitting the change of ownership from existing 2 years to 1 year after the Commercial Operation Date (COD). This move will free the equity/funds of construction companies for taking up other projects.

Ratio of EPC and HAM projects over the years and how it will change

National Highways play a very important role in the economic and social development of India as it enables efficient movement of freight and passengers and improving access to markets. Ministry of Road Transport and Highways of India (MoRTH) and its implementing agencies have undertaken multiple initiatives in the past decade to augment the capacity of the National Highway infrastructure in India. India has over 66 lakh km of road network, which is the second largest in the world. This comprises National Highways, Expressways, State Highways, Major District Roads, Other District Roads and Village Roads. The length of various categories of roads is as under:

- National Highways: 1,46,204 km
- State Highways: 1,79,535 km
- Other Roads: 60,19,723 km

PROJECT AWARDED BY MORTH (IN KM)



Source: Ministry of Road Transport and Highways of India, PIB, CareEdge Research

The government's steadfast commitment to infrastructure development has been highlighted by a significant increase in project awarding following Covid-19, particularly during FY22-FY23. This period accounted for nearly 50% of the projects awarded in the last five years ending in FY23. However, FY24 witnessed a downturn, with declined project awarding. Decline in awards was steeper than expected, primarily due to pending approval of revised cost from cabinet towards projects under Bharatmala Pariyojana. A decrease in awards was already anticipated due to legislative elections and the subsequent imposition of the code of conduct. However, these factors combined have led to a further reduction in the pace of project awards. 3,100 km have been awarded till December 2024 by Morth.

Mode-wise Projects Awarded by NHAI

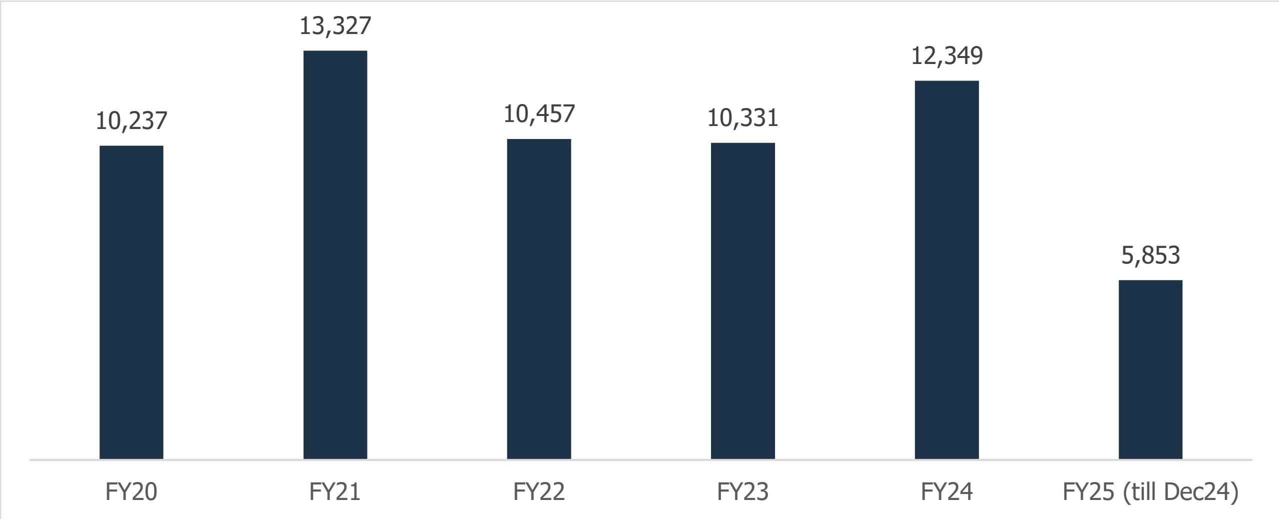
Mode	2021-22	2022-23	2023-24
HAM	3,493	3,032	726
EPC	2,411	4,742	2,824
BOT Toll	67	33	52
Total	**5,971**	**7,807**	**3,602**

Source: NHAI, CareEdge Research

The OMT projects are awarded after construction of Highways under EPC contracts. Overall EPC wise projects awarded are nearly 75% as of FY24. The growth of OMT business is due to gain in market share of EPC projects awarded by NHAI.

Trend of Annual National Highway Execution (in kms)

Project Constructed under MORTH (in Km)



Source: Ministry of Road Transport and Highways of India, PIB, CareEdge Research

Number of live tenders under different models

There is a total of 58,919 ongoing projects under various contract models, with different percentages of shares. Among these, the Hybrid Annuity Model (HAM) holds the largest share, with 24,415 projects, constituting 41.44% of the total. Build-Operate-Transfer (BOT) projects follow closely, with 23,144 projects, accounting for 39.28%.

Number of live contracts

Contract name	Ongoing projects	% share
EPC	5,004	8.49
HAM	24,415	41.44
BOT	23,144	39.28
DBFOT	3,841	6.52
DBFOT (toll)	2,516	4.27
Total	**58,919**	**100.00**

Source: Projects Today, CareEdge Research

Engineering, Procurement, and Construction (EPC) contracts represent 8.49% of the total, with 5,004 ongoing projects. Additionally, there are 3,841 projects under the Design-Build-Finance-Operate-Transfer (DBFOT) model, making up 6.52% of the total, while DBFOT (toll) projects amount to 2,516, or 4.27%. These figures reflect the distribution of ongoing projects across various contract models in infrastructure development.

Toll road projects – live and planned

For understanding the overview of the projects taking place in the toll industry in India, toll road projects in the planning, nascent and under execution stage are given in the below tables. The data is presented state wise to get the summary of projects of the toll industry in India. Toll projects in Madhya Pradesh in the nascent, planning and under execution stages are given below too.

State wise projects in the planning and nascent stage

State	Cost (Rs. Crore)	Total kms
Karnataka	51,359.48	2,107.61
Madhya Pradesh	27,241.70	2,594.04
Uttar Pradesh	24,886.00	1,270.21
Gujarat	18,689.80	818.31
Kerala	17,737.94	685.01
Bihar	16,900.73	617.83
Karnataka, Maharashtra	15,000.00	1,100.00

State	Cost (Rs. Crore)	Total kms
Jharkhand	13,756.23	603.66
Chhattisgarh	6,772.30	877.61
Delhi, Haryana, Rajasthan	6,350.00	195.10
Madhya Pradesh, Rajasthan, Uttar Pradesh	4,067.79	88.4
Himachal Pradesh	3,991.60	72.81
Madhya Pradesh	3,865.57	968.15
Karnataka	3,312.00	172.09
Haryana	3,108.62	163.30
Jammu & Kashmir	2,515.72	NA
Haryana, Uttar Pradesh	1,582.66	69.11
Multi States	1,500.00	NA
Andhra Pradesh	1,115.54	90.84
Madhya Pradesh, Uttar Pradesh	1,012.69	45.99
Madhya Pradesh, Maharashtra	564.16	30.28
Karnataka, Tamil Nadu	524.48	23.44
Bihar, Uttar Pradesh	444.18	3.30
Telangana	388	35.4
Gujarat	199.00	26.00
Haryana	111.00	18.50
Others	247,063.65	96,484.08
Total	**474,060.84**	**109,161.07**

Source: Projects Today, CareEdge Research

Projects in Madhya Pradesh under planning and nascent stage

Company Name	Project Name	Cost (Rs. Crore)	Total kms
National Highways Authority of India	Road Upgradation (Rajmarg Crossing - Jabalpur) Project	2,550.76	299.71
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Ujjain-Jhalawad-MP/Rajasthan Border) Project	1,405.96	134.00
National Highways Authority of India	Chambal Expressway (Sada ka Pada-Chhavar) Project [Atal Progressway PKG-3]	1,359.43	61.30
National Highways Authority of India	Chambal Expressway (Chhavar-Jhundpura) Project [Atal Progressway PKG-4]	1,287.88	50.60
National Highways Authority of India	Chambal Expressway (Jhundpura-Maithana) Project [Atal Progressway PKG-5]	1,180.83	59.00
National Highways Authority of India	Chambal Expressway (Maithana-Kuretha) Project [Atal Progressway PKG-6]	896.83	47.95
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Rewa-Katni) Project	888.00	119.40
National Highways Authority of India	Road Upgradation (Budhni-Badi) Project	870.80	67.83
National Highways Authority of India	Road Upgradation (Kannod-Ashta) Project	703.07	48.60
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Rewa-Sidhi) Project	677.21	71.56
Government of India, Ministry of Road Transport & Highways	Road Upgradation (Shyampur-Sabalgarh) Project	629.94	55.05
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Gairatganj-Silwani-Bareli-Pipariya) Project	438.86	105.00
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Basoda-Gurod-Somwara-Aenchda-Imaliya-Sironj) Project	105.00	35.00
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Dhar-Gujri) Project	122.50	49.00
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Bandol-Chorai) Project	151.20	50.40

Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Semaria-Ramgarh-Shahpur-Hanumna) Project	412.50	165.00
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Jhansi-Bameetha) Project	615.00	82.00
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Churhat-Amility-Chitrangi) Project	959.37	383.75
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Indore-Edelabad-MP/MH Border) Project	1,500.00	203.00
National Highways Authority of India	Agra-Gwalior Highway (Deori-Susera) Project	4,067.79	88.40
Madhya Pradesh Road Devp. Corpn. Ltd.	Road Upgradation (Ratlam-Jhabua) Project	423.05	99.82
Others		272,509.01	14,499.84
Total		**293,754.99**	**16,776.21**

Source: Projects Today, CareEdge Research

State wise projects under execution (to be completed till 2029)

New unit		
State	**Cost (Rs. Crore)**	**Total kms**
Uttar Pradesh	22,077.09	539.26
Andhra Pradesh	18,705.69	560.53
Haryana	13,628.55	251.98
Maharashtra	11,912.70	233.50
Punjab	10,194.66	344.69
Jammu & Kashmir	6,093.63	84.41
Odisha	5,788.19	190.87
Karnataka	5,614.09	194.60
Gujarat	5,579.94	92.50
Andhra Pradesh,Tamil Nadu	5,059.29	140.10
Tamil Nadu	4,837.31	81.71
Chhattisgarh	4,537.97	170.21
Himachal Pradesh	4,372.14	45.58
Madhya Pradesh	3,763.75	247.24
Others	27,676.03	803.70
Total	**149,841.03**	**3,980.88**
Rehabilitation		
State	**Cost (Rs. Crore)**	**Total kms**
Himachal Pradesh	812.75	24.20
Madhya Pradesh	253.18	100.75
Total	**1,065.93**	**124.95**
Renovation/Modernisation		
State	**Cost (Rs. Crore)**	**Total kms**
Kerala	25,398.88	381.96
Maharashtra	19,222.15	885.22
Bihar	16,894.31	466.25
Tamil Nadu	13,409.10	447.40
Uttar Pradesh	9,768.74	471.50
Andhra Pradesh	8,112.06	302.53

Jharkhand	7,022.01	386.65
Gujarat	6,733.69	349.89
Karnataka	6,415.78	409.05
Madhya Pradesh	5,796.19	586.77
Others	40,526.99	2,034.68
Total	**159,299.90**	**6,721.90**

Source: Projects Today, CareEdge Research

Projects in Madhya Pradesh under execution

Company Name	Project name	Cost (Rs. Crore)	Total kms
GR Ujjain Badnawar Highway Pvt. Ltd.	Road Upgradation (Ujjain-Badnawar, From 29.6 km to 96.00 km) Project	1,352.56	69.10
Megha Engineering & Infrastructures Pvt. Ltd.	Road Upgradation (Tejajinagar-Balwara) Project	1,162.80	33.40
Nanasa Pidgaon Road Pvt. Ltd.	Road Upgradation (Nanasa-Pidgaon) Project [Indore-Harda Package-3]	1,146.22	47.44
Shreeji Infrastructure India Pvt. Ltd.	Road Upgradation (Raghogarh-Nanasa) Project [Indore-Harda Package-2]	1,081.51	63.67
KCC Buildcon Pvt. Ltd.	Road Upgradation (Dhangaon-Boregaon) Project	806.00	58.00
Bansal Construction Works Pvt. Ltd.	Highway (Vidisha-Hinotiya-Morikori) Project [Package-I]	787.86	47.47
GHV (India) Pvt. Ltd.	Ujjain-Garoth Highway (Chandesari-Khedakhajuriya) Project [Package-I]	678.22	42.15
Ravi Infrabuild Projects Pvt. Ltd.	Ujjain-Garoth Highway (Khedakhajuria-Suhagadi) Project [Package-II]	637.94	47.80
MKC Infrastructure Ltd.	Ujjain-Garoth Highway (Suhagada-Bardiya Amra) Project [Package-III]	578.22	46.15
Sharda Construction & Corpn. Pvt. Ltd.	Road Upgradation (Chhapiheda-Nalkheda) Project [Package 54]	276.59	66.71
Raj Corpn. Ltd.	Road Upgradation (Kailaras-Jaura) Project	178.87	62.80
Gour Road Tar Coat Pvt. Ltd.	Road Upgradation (Mehandwani-Chakdehi) Project [Package 37]	172.82	51.53
Shreeji Infrastructure India Pvt. Ltd.	Road Upgradation (Badwar-Tamra-Sitapur-Mauganj) Project	171.28	57.35
Velji Ratna Sorathia Infra Pvt. Ltd.	Road Upgradation (Garhi-Ahmadpur) Project	170.22	18.60
SGPR Road Project Pvt. Ltd.	Road Upgradation (Padmi-Ramnagar-Ghugri-Salwaha-Amarpur) Project	153.30	51.10
SGPR Road Project Pvt. Ltd.	Road Upgradation (Padmi-Ramnagar-Ghunghri-Salvah) Project - Rehabilitation	133.37	51.34
Shreeji Infraspace Pvt. Ltd.	Road Upgradation (Badol-Chourai Road) Project - Rehabilitation	119.81	49.41
Shreeji Infraspace Pvt. Ltd.	Road Upgradation (Sagar-Rehli) Project	103.65	42.20
R. K. Jain Infra Projects Pvt. Ltd.	Road Upgradation (Bhind-Etwa-Kosan-Ater) Project [Package 33]	101.88	28.54

Source: Projects Today, CareEdge Research

Vehicle population's historic growth

Annual number of vehicles registered

Category	FY19	FY20	FY21	FY22	FY23	FY24	FY25
Four Wheeler (Invalid Carriage)	1,494	1,595	1,534	2,213	2,947	3,677	3,358
Heavy Goods Vehicle	329,857	237,235	94,096	186,735	281,090	297,165	2,77,566
Heavy Motor Vehicle	4,901	5,295	3,809	4,808	5,867	5,581	4,458
Heavy Passenger Vehicle	27,744	37,331	4,796	8,492	16,229	25,482	33,234
Light Goods Vehicle	685,014	657,919	428,359	486,609	608,008	598,646	5,85,714
Light Motor Vehicle	3,601,403	3,395,961	3,264,572	3,600,575	4,258,192	4,502,340	46,81,384
Light Passenger Vehicle	270,037	240,906	66,710	92,262	191,445	324,652	3,68,980
Medium Goods Vehicle	44,473	42,048	24,714	37,426	36,944	37,626	39,540
Medium Motor Vehicle	14,763	15,498	17,053	14,824	13,354	11,092	10,564
Medium Passenger Vehicle	20,266	23,948	3,872	5,347	19,404	28,827	31,821
Other Than Mentioned Above	39,973	42,807	44,070	43,863	55,307	74,250	84,149
Three Wheeler (Nt)	20,837	21,598	7,233	5,618	19,913	1,353	996
Three Wheeler (T)	742,106	791,242	281,989	415,901	765,450	1,165,900	12,19,964
Two Wheeler (Invalid Carriage)	12,283	11,024	6,691	11,331	16,120	24,645	19,878
Two Wheeler (Nt)	19,468,856	19,032,118	13,252,931	13,505,548	16,007,560	17,509,003	1,88,68,055
Two Wheeler (T)	19,819	18,165	5,483	8,562	19,458	16,391	19,749
Total	**2,53,03,826**	**2,45,74,690**	**1,75,07,912**	**1,84,30,114**	**2,23,17,288**	**2,46,26,630**	**2,62,49,410**

Source: Ministry of Road Transport and Highways, Parivahan Seva, CMIE, CareEdge Research

Note:

- Four Wheeler (Invalid Carriage): typically refers to a vehicle designed to assist individuals with disabilities or mobility impairments.
- Three Wheeler (NT): typically refers to a type of vehicle that has three wheels and does not require a special license to operate.
- Three Wheeler (T): typically refers to a type of vehicle that has three wheels and is designed primarily for transportation purposes.
- Two Wheeler (Invalid Carriage): This refers to a two-wheeled vehicle adapted or modified to accommodate individuals with disabilities or mobility impairments.
- Two Wheeler (NT): it refers to a two-wheeled vehicle that does not require a special license to operate, similar to the "NT" designation used for three-wheelers in certain regions
- Two Wheeler (T): typically refers to a type of vehicle that has three wheels and is designed primarily for transportation purposes.

Over the span of fiscal years from FY19 to FY25, the total number of vehicles across all categories has exhibited a dynamic trend. Starting at a peak of 25,303,826 vehicles in FY19, there was a slight dip in FY20 to 24,574,690 vehicles. This decrease could be attributed to various factors such as economic slowdown or shifts in consumer behaviour. However, FY21 witnessed a significant drop to 17,507,912 vehicles, likely influenced by pandemic-related disruptions, economic downturn, or regulatory changes impacting vehicle sales and production.

Despite this setback, there was a moderate rebound in FY22 to 18,430,114 vehicles, indicating a partial recovery from the previous year's downturn. The trend continued upward in FY23, reaching 22,317,288 vehicles, possibly reflecting economic recovery, increased consumer confidence, or market stabilization. FY24 and FY25 witnessed further growth to 24,626,630 and 26,249,410 vehicles respectively, signaling a return to pre-pandemic levels in FY24 and surpassing them in FY25 amid continued expansion of the automotive sector.

These fluctuations underscore the industry's resilience and highlight the importance of adaptability to navigate through evolving market dynamics within the automotive sector. Notably, growth in passenger vehicles has been a significant driver of this upward trend, reflecting increased consumer demand and the sector's strong recovery post-pandemic.

Toll Traffic

Current state and annual addition in highway length tolled

Over the past nine years, the Ministry of Road Transport and Highways (MoRTH) has undertaken significant initiatives to bolster India's national highway infrastructure, playing a pivotal role in the nation's economic and social advancement. Notable achievements include a 60% expansion of the national highway network to 1,46,195 kilometres by 2024, with a substantial increase in four-lane and above highways and a reduction in narrower highways. Progress has been made on port connectivity projects, and special campaigns have met their objectives. New programs like the Bharat New Car Assessment Programme enhance vehicle safety, while the Vehicle Scrapping Policy and mobile applications like Rajmarg Yatra and NHAI One demonstrate a commitment to innovation and efficiency. Relief measures amidst the COVID-19 pandemic and the widespread implementation of Vahan and Sarathi further underscore MoRTH's dedication to infrastructure development and public service.

Annual toll collections

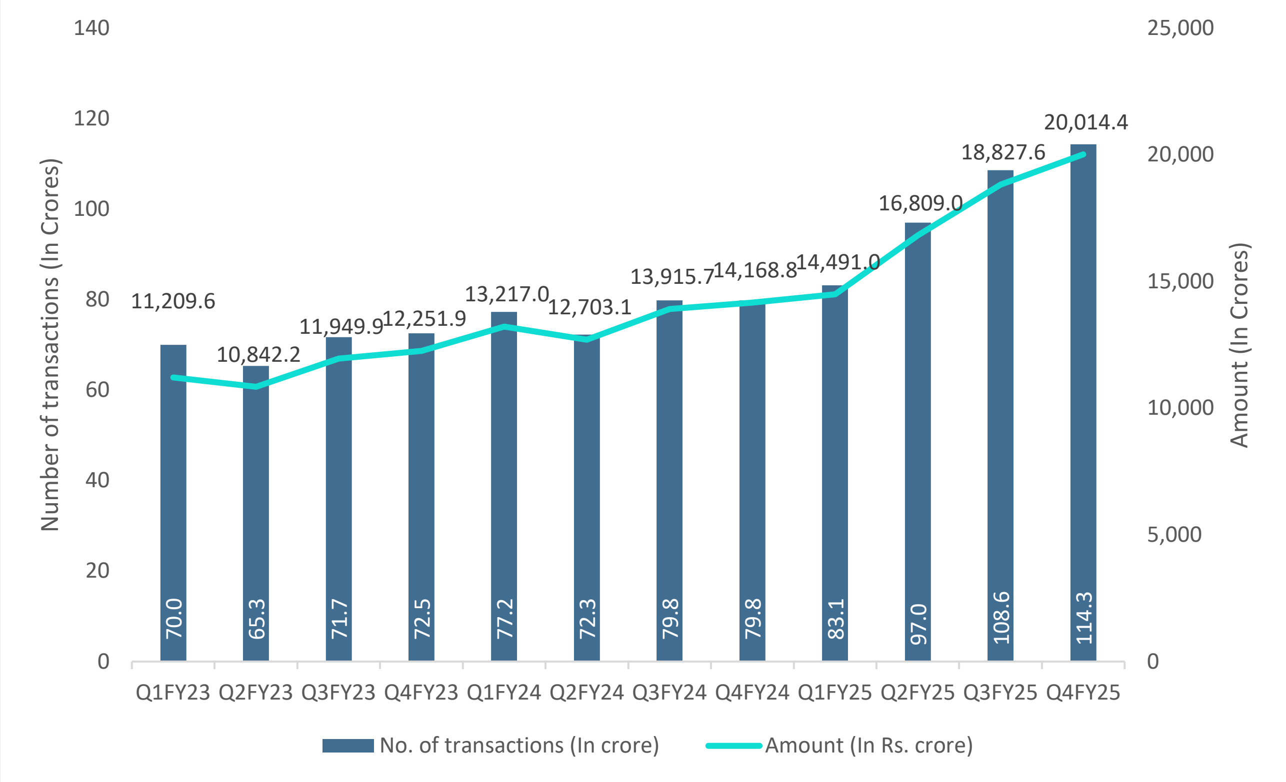
Financial Year	No. of Transactions (in crore)	Amount (in crore)
FY18	12.7	3,400
FY19	25.4	5,800
FY20	58.3	11,300
FY21	132.7	22,800
FY22	244.1	38,100
FY23	340.2	54,100
FY24	384.0	65,100
FY25	420.9	72,931

Source: NPCI, CareEdge Research

The table provides data on the number of transactions and the amount for toll collections on highways from FY18 - FY25. The number of transactions and the amount collected have shown a consistent upward trend over the years, indicating a significant increase in highway usage and toll revenue generation. For instance, the number of transactions has increased from 12.7 crore in FY18 to 420.9 crore in FY25, with a corresponding increase in the amount collected from Rs. 3,400 crore to Rs. 72,931 crore.

This growth reflects the expansion and improvement of the highway network, leading to increased traffic and usage. In terms of annual additions in highway length tolled, there has been a continuous expansion of the toll network, with the length of highways being tolled increasing each year. This expansion signifies ongoing infrastructure development efforts aimed at enhancing connectivity and facilitating smoother transportation across the country.

Quarterly toll collections



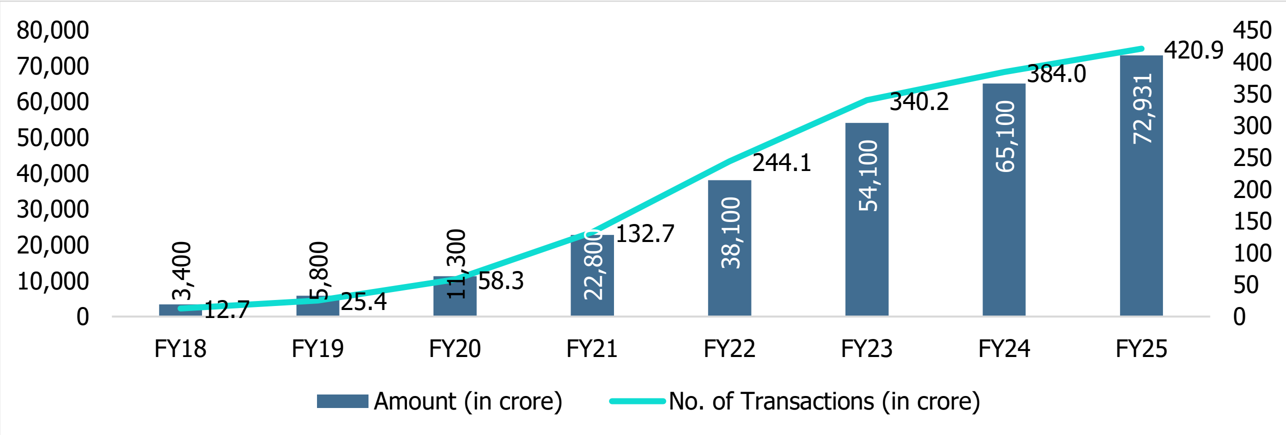
Source: NPCI, CareEdge Research

The toll collection industry in India often faces a decline during the second quarter of the financial year, largely attributed to the monsoon season. This seasonal fluctuation is closely tied to India's varied geographical landscapes, where heavy rainfall and adverse weather conditions disrupt traffic flow, particularly in regions prone to flooding and poor road conditions. As a result, the monsoon's intensity and duration directly influence toll revenues, with certain regions experiencing sharper drops in collections compared to others, reflecting the diverse climatic patterns across the country.

Review of toll traffic at National Highway

The toll transactions data showcases a consistent upward trajectory in both the number of transactions and the corresponding amounts across fiscal years. Starting from FY18 with 12.7 crore transactions and an amount of 3,400 crore, the figures nearly doubled in FY19, indicating an increasing trend in toll usage. This pattern continued into FY20 and FY21, with significant increases in both transactions and amounts, suggesting a growing reliance on toll systems for transportation needs.

No. of toll transactions



Source: NPCI, CareEdge Research

The momentum persisted in subsequent years, notably in FY22 and FY23, where transactions more than doubled, reflecting a continuous rise in toll infrastructure utilization. In FY24, transactions reached 384 Crore with an amount of Rs. 65,100 Crore, showcasing substantial growth in toll transactions and revenue generation. In FY25, collected Rs. 72,931 Crore with number of transactions at 420.9 Crore, the upward trend appears to be persistent, underscoring the sustained growth in toll system usage. This consistent increase in toll transactions and revenue highlights the evolving transportation landscape and the importance of toll systems in facilitating efficient and convenient travel.

Key growth drivers for toll traffic at national highways

- **Infrastructure Development:** The construction of new roads, highways, bridges, and expressways increases connectivity between cities and regions, encouraging more vehicles to use toll roads as they offer better quality and faster travel compared to alternative routes.

- **Growth of national expressways:** The Indian government is planning to create a separate authority for expressways, distinct from the NHAI. This is part of the Road Transport and Highways Ministry's 100-day agenda. The new authority will manage expressways, which have different construction codes and tolling systems. This move supports the Vision 2047 plan to develop 50,000 kilometers of access-controlled expressways, ensuring any location in India is within 100-125 kilometers of one. Currently, there are 44 expressways.

- **Economic Growth and Trade:** National highways serve as vital routes for the movement of goods and people across the country. As India's economy grows and trade activities expand, the demand for efficient transportation increases, leading to higher traffic volumes on national highways. National highways connect major industrial and commercial hubs, ports, and economic centers. As industrial and commercial activities flourish, there is a greater need for transportation of raw materials, finished goods, and personnel, resulting in increased toll traffic on these highways.

- **Government Policies and Investments**: Government policies aimed at promoting infrastructure development, including highways, stimulate investment in road construction and maintenance. Public-private partnership (PPP) models for highway development and toll operation incentivize private sector participation, leading to the expansion of toll roads and increased toll traffic.

- **Technological Advancements:** Implementation of electronic toll collection (ETC) systems such as FASTag improves toll collection efficiency, reduces congestion at toll plazas, and enhances the overall travel experience for motorists. The convenience of electronic toll payment encourages more motorists to use national highways, thereby boosting toll traffic. In the new ANPR technology, vehicles are already equipped with GPS device that determines their position on the road. This will help in calculating the distance the vehicle travels and is tolled according to the distance covered, and the amount is automatically deducted from the driver's account.

- **Improved Connectivity and pick-up in tourism:** Toll roads often offer better connectivity between major cities, tourist hubs, ports, and religious places. This enhanced connectivity attracts more traffic as businesses and individuals opt for faster and safer transportation options. National highways are often preferred for their better road quality, safety features, and faster travel times compared to state or district roads.

- **ANPR-based system:** Automatic Number Plate Recognition (ANPR) technology plays a crucial role in modern toll collection systems. It employs high-resolution cameras to capture vehicle number plates, even under challenging conditions. The captured images are processed using Optical Character Recognition (OCR) to convert them into a digital format. This information is then matched with a database of registered vehicles to automatically deduct the toll fee. If no match is found, the system can issue a violation notice or bill to the vehicle owner, ensuring efficient enforcement and penalizing toll evaders. In 2022, pilot implementation of the Automatic Number Plate Recognition (ANPR) based system has been implemented along stretches of Delhi-Meerut Expressway. In this system, applicable user fees is deducted from FASTag based on the entry and exit of the vehicles as captured by ANPR cameras installed at various entry and exit locations. NHAI has appointed a consultant agency for detailed study on Automatic Number Plate Recognition (ANPR) technology.

- **GPS Based Technology:** India is set to implement a GPS-based toll collection system, using GNSS technology to track vehicles and calculate tolls based on distance travelled.

These factors collectively drive the growth of toll traffic at national highways in India, making toll roads an essential component of the country's transportation infrastructure.

Outlook of toll traffic on National Highways

The outlook for toll traffic on national highways looks promising, showing a consistent upward trend in both the number of transactions and the derived revenue over the years.

The Bharatmala Pariyojana, a comprehensive road development initiative, aims to enhance connectivity across India by constructing Economic Corridors, Inter-Corridors, and feeder roads. Phase-I, approved by the Cabinet Committee on Economic Affairs, targets the development of 34,800 km of roads, funded through various sources like toll revenue, budgetary support, and private sector investment. Furthermore, initiatives to improve connectivity for Char-Dham in Uttarakhand have been initiated, with ongoing works spanning 589 kilometers, indicating significant progress in infrastructure development nationwide.

The significant increases in toll transactions and amounts over the years indicate growing usage of toll roads, likely driven by factors such as economic growth, infrastructure development, and urbanization.

Key government regulations and initiatives in the industry

- Under the TOT Model the concessionaire pays an upfront lump sum to the government/NHAI for a specified period of 15-30 years. During this time, the concessionaire is responsible for operations and maintenance. NHAI has completed 6 rounds of road asset monetization through TOT mode since its launch in 2018, raised Rs. 26,366 crores. Letters of Award (LoAs) for TOT bundles 11, 12, 13, and 14 were issued by NHAI within a day of opening financial bids. It's expected to raise a total of Rs. 42,334 crores by FY 2023-24.

- The InVIT Model involves NHAI setting up an InvIT under SEBI regulations, with NHAI holding a 16% stake alongside main investors like CPPIB and OTPP. InvIT functions as a pooled investment vehicle issuing units to investors, managed by three entities: Trustee, Investment Manager, and Project Manager. Two rounds totaling 635 km have been finalized, realizing a concession fee of Rs. 10,200 crores. Another Rs. 15,000 crore is expected in FY 2023-24.

- In the Securitization through SPV Model, NHAI creates a Special Purpose Vehicle (SPV/DME) by bundling road assets and securitizing future user fees. NHAI collects tolls, maintains road assets, and transfers payments periodically to the SPV to service debt obligations. About Rs. 8,646 crores in 2023-24 have been raised totalling Rs. 42,207 crore so far through this method (DME-Delhi Mumbai Expressway) by NHAI.

Investments under Toll-Operate-Transfer (TOT) model

Asset Alloted Under TOT

- TOT 1 Macquarie Rs 9,681.5 crore
- TOT 3 Cube Highways Rs 5,011 crore
- TOT 5 Adani, DP Jain & Co Rs. 2,262 crore
- TOT 7 CDPQ Rs 6,267 crore
- TOT 9- NIIF Rs 3,144 crore
- TOT 11 Cube Highways Rs 2,156 crore
- TOT 12 IRB Infra Rs 4,428 crore
- TOT 13 IRB Infra Rs 1,683 crore
- TOT 14 Cube Highways Rs 7,701 crore

Scrapped

- TOT 2 IECV Rs 5,362 crore
- TOT 4 IECV Rs 2,165 crore
- TOT 6
- TOT 8
- TOT 10

InvITs

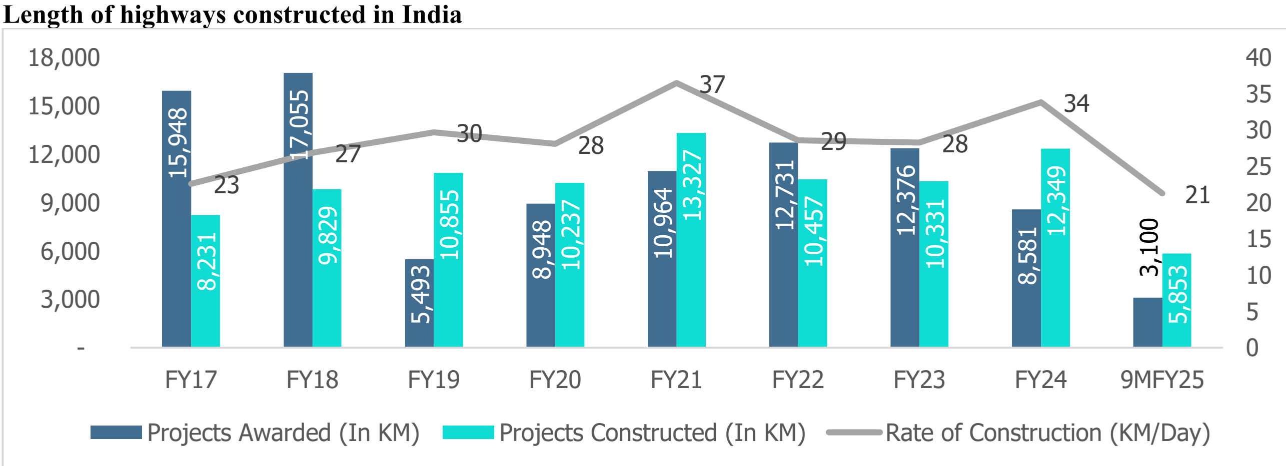
- Rs. 8,011 crore rasied via InvITs in FY22
- NHAI InvITs rasied more than Rs. 8,000 crore
- NHAI InvITs rasied over Rs. 16,000 crore for 889 Km highway

Source: CareEdge Research

Outlook on investments in National highways

The government is driving infrastructure development through initiatives like the National Infrastructure Pipeline (NIP), supported by programs such as 'Make in India' and the production-linked incentives (PLI) scheme. With a projected investment of around Rs 1,11,00,000 crore for FY 2020-2025, the NIP aims to improve nationwide infrastructure and attract domestic and foreign investment. Initially comprising 6,835 projects, the NIP now includes over 9,000 projects across 34 sectors.

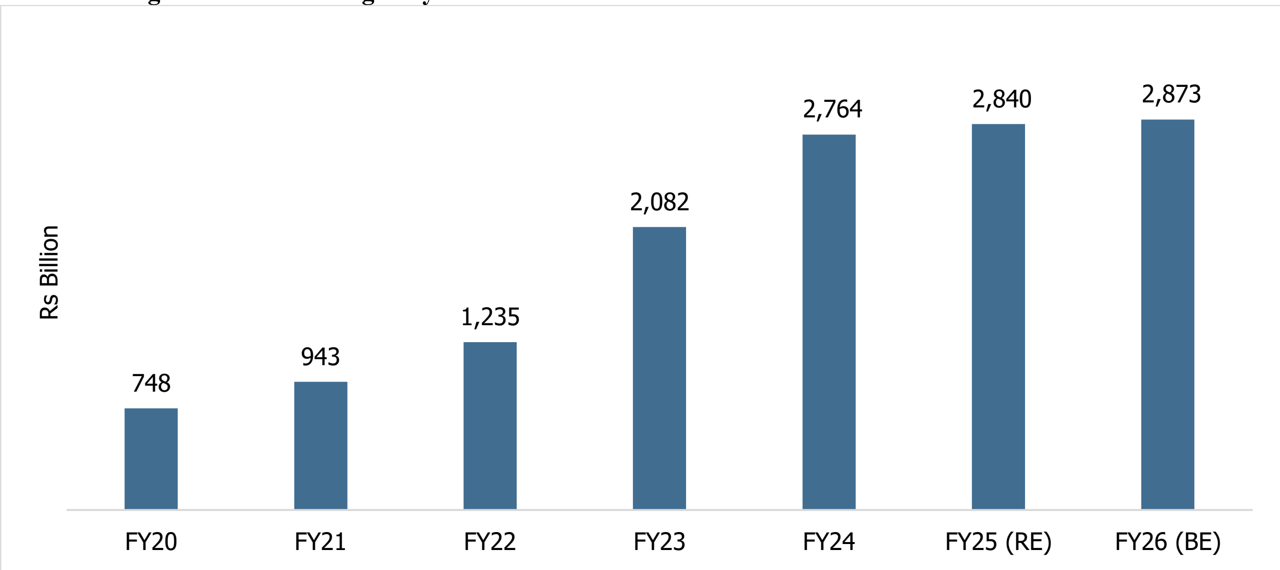
Length of highways constructed in India



Source: Ministry of Roads Transport and Highways

While transportation, electricity, water, and irrigation remain key sectors, the government emphasizes the need to enhance delivery across all infrastructure domains to spur economic growth and improve living standards. Sectors like energy, roads, urban development, and railways are expected to absorb approximately 70% of the projected capital expenditure during this period, with a collaborative approach involving all stakeholders driving infrastructure development and GDP growth.

MoRTH budget for National Highway



Source: PIB, Union Budget Documents

Key risks and challenges

- **Regulatory and Policy Risks:** These challenges are significant considerations in infrastructure investments, as they can have a substantial impact on the feasibility, profitability, and success of projects. Moreover, investors in infrastructure projects face uncertainties related to changes in laws, regulations, and government policies. The frequent changes in regulations, cumbersome approval process as well as lack of clarity in policies can hinder project execution. Thus, frequent changes in policies and regulatory uncertainties can deter investors and impact project viability. Hence, streamlining the regulations and ensuring consistency in policies are crucial for the sector's growth.

- **Funding Challenges:** Access to affordable as well as long-term financing remains a significant challenge for EPC projects. Funding challenges in infrastructure investments are common and can arise from various factors. Infrastructure projects often require significant upfront capital investment. The high initial costs can be a deterrent for both public and private investors. Also, these projects typically have long gestation periods and payback periods. Investors may be reluctant to commit funds to projects that take many years to generate returns, especially when compared to short-term investments with quicker returns. Furthermore, some infrastructure projects, especially those involving public-private partnerships (PPPs), rely on user fees or government payments for revenue. The uncertainty associated with revenue generation, particularly if it depends on user demand, can make investors hesitant to commit funds.

- **Entry barriers and impacts of new entrants:** Entering new geographical areas in the Indian toll industry presents significant barriers, including navigating complex regulatory requirements from bodies like NHAI and local authorities, managing high capital investments for infrastructure and technology, and overcoming existing long-term concessions and public-private partnerships. The arrival of new entrants can intensify competition by potentially lowering toll rates and disrupting the market with innovative technologies, thereby pushing existing operators to adapt and improve their traffic management and operational efficiency to handle increased congestion and maintain profitability.

- **Market Competition:** In the Indian toll industry, market competition poses several key risks and challenges, including revenue pressure from aggressive pricing strategies, market saturation, and the need for continual technology upgrades. Market competition poses major challenges for the Indian toll sector, including revenue pressure from competitors' aggressive pricing strategies that can lower profit margins. Market saturation in particular areas may reduce revenues by diluting traffic levels. Operational costs are further increased by the requirement to continually make investments in cutting-edge technologies, such as Electronic Toll Collection systems, in order to be efficient and competitive. These elements combined create a difficult environment for toll operators.

- **Other challenges:** Additionally, rising operational costs, complex regulatory compliance, and the impact of mergers and acquisitions can squeeze profit margins and alter market dynamics. Meeting evolving customer expectations and managing economic and traffic volatility are crucial to maintaining a competitive edge and ensuring financial stability.

EPC Infrastructure Sector

Major infrastructure development plans

The need for infrastructure development is evident, with the government spearheading efforts through initiatives like the National Infrastructure Pipeline (NIP), bolstered by programs such as 'Make in India' and the production-linked incentives (PLI) scheme. Historically, a significant portion of infrastructure spending, over 80%, has been directed towards transportation, electricity, water, and irrigation, with the Centre, states, and private sectors contributing 39%, 39%, and 22% respectively to the National Infrastructure Policy (NIP).

Aligned with growth objectives, the NIP was launched with a substantial projected investment of Rs 1,11,00,000 crore (USD 1.5 trillion) for FY 2020-2025, aimed at delivering top-tier infrastructure nationwide and enhancing citizens' quality of life. The initiative also targets improvements in project readiness and attracting both domestic and foreign investment. Initially comprising 6,835 projects, the NIP has since expanded to over 9,000 projects across 34 infrastructure sub-sectors.

While these sectors retain primary focus, the government acknowledges the evolving business landscape and demographics, emphasizing the need for enhanced delivery across all infrastructure domains, from housing to digital and transportation services, to ensure economic growth, elevate living standards, and enhance sectoral competitiveness.

In fiscal years 2020-2025, key sectors like energy, roads, urban development, and railways are slated to absorb approximately 70% of the projected capital expenditure in India's infrastructure. The NIP adopts a collaborative approach involving all stakeholders to drive infrastructure development and stimulate short-term and potential GDP growth.

India presents significant opportunities for road construction companies. These initiatives aim to enhance connectivity, improve transportation efficiency, and boost economic growth by constructing new highways and upgrading existing road networks. There is a growing demand for smart and green infrastructure in the roads and highways sector. Significant impetus has been given by the government on improving road infrastructure in union budget 2024-25. Roads and Highways accounts for the highest share, followed by Railways and Urban Public Transport.

Roads and Highways: This sector emerges as one of the key sectors for potential investment, with a considerable array of projects currently in the planning phase.The Bharatmala Pariyojana is advancing its Phase I, which aims to develop 34,800 kilometers of National Highways. It prioritizes corridor-based development and is slated for completion by 2027-2028, spanning 31 States/Union Territories and encompassing over 550 districts. Moreover, the government aims to construct 22 new greenfield expressways, marking substantial progress in India's transportation infrastructure.

Railways: As the fourth-largest railway network globally, Indian railways envision capturing a substantial 40% global rail activity share by 2050. Many existing railway networks require modernization and upgradation to meet safety, efficiency, and capacity requirements. Projects involving track renewal, signalling system upgrades, electrification, and station modernization present opportunities for construction companies. Moreover, as railways expand into mountainous terrain or densely populated urban areas, there is a need for tunnel construction expertise. Opportunities exist for construction companies specializing in railway tunnelling projects. The visionary National Rail Plan (NRP) 2030 aims to enhance capacity to meet anticipated future demand, aiming for a 45% modal share in freight traffic by 2050 according to India Investment Grid. As part of the NRP initiative, Vision 2024 expedites essential projects like electrification, multi-tracking, and speed enhancements along key routes.

India's railway sector is embarking on ambitious ventures such as the Mumbai-Ahmedabad Speed Rail Corridor, which includes the construction of the world's highest pier bridge, as well as the Chenab bridge in Jammu & Kashmir, hailed as the world's highest railway bridge. As per Central Organization for Railway Electrification, Indian Railways electrified

62,119 Route Kilometers (RKMs) till March 01, 2024 which is about 94% of the total broad-gauge network (65,775 RKMs) of Indian Railways. The sector has also introduced 136 domestically designed Vande Bharat Express trains, with an additional six slated for launch in the near future. These trains cater to up to 247 districts across the country. Indian Railways is committed to achieving Net Zero Carbon Emission status by 2025, having commissioned 211 MW of solar plants and 103 MW of wind power plants as of October 2023, in addition to securing agreements for 2,150 MW of renewable energy capacity. By 2025, the Indian Railways anticipates requiring approximately 10 gigawatt (GW) of electricity for train operations. The distribution plan includes 3 GW from renewable sources including hydropower, whilst another 3 GW will come from thermal and nuclear sources. The remaining 4 GW requirement shall be fulfilled through arrangements with power distribution companies.

Real Estate: There is a growing demand for affordable housing in many regions, driven by population growth, urbanization, and government initiatives. Construction companies can capitalize on opportunities to develop affordable housing projects that cater to the needs of middle and lower-income segments of the population. Mixed-use developments that combine residential, commercial, retail, and recreational spaces are gaining popularity. Construction firms can participate in the construction of mixed-use projects that offer integrated living, working, and leisure environments.

The adoption of smart building technologies, including Internet of Things (IoT) devices, sensors, and automation systems, is transforming the real estate sector. Construction firms can capitalize on opportunities to integrate smart technologies into building construction projects, enhancing efficiency, comfort, and security. The demand for commercial and office spaces remains robust, particularly in major business hubs and emerging business districts. Construction companies can participate in the development of office buildings, co-working spaces, and mixed-use commercial projects. Construction firms can capitalize on opportunities to build industrial parks, distribution centers, and logistics hubs to support the growing needs of industrial and warehousing facilities.

Ports: According to the World Bank's Logistics Performance Index (LPI) Report 2023, India's ports have achieved a "Turn Around Time" of 0.9 days, surpassing that of the USA (1.5 days), Australia (1.7 days), and Singapore (1.0 day). Sagarmala, the flagship Central Sector Scheme of the Ministry of Ports, Shipping, and Waterways, aims to drive port-led development in India by leveraging the country's extensive coastline spanning 7,500 km, as well as 14,500 km of potentially navigable waterways and strategic positioning on major international maritime trade routes. The Union Ministry for Ports, Shipping, and Waterways has stated that the nation's total port capacity will surge from the current 2,600 MTPA (Million Tonnes per annum) to over 10,000 MTPA by 2047. In FY25, cargo totaling 145.5 MMT was transported via waterways, marking a significant increase compared to the FY14, which saw 18.10 MMT of cargo. Additionally, the government aims to operationalize 23 waterways by 2030 in order to achieve a target of 200 MMT by FY30 and 500 MMT by FY47.

Airports: The Ministry of Civil Aviation's flagship Regional Connectivity Scheme UDAN (Ude Desh Ka Aam Nagarik) is geared towards enhancing air connectivity to regional airports in small towns. Introduced in 2016, UDAN aims to democratize access to flight services for the general populace by bolstering infrastructure and air connectivity. In its initial five years, UDAN facilitated travel for over one crore passengers, inaugurating 425 new routes and 58 airports. The budget for 2025–26 earmarked INR 540 Cr for UDAN, and also announced that a modified UDAN scheme will be launched to enhance regional connectivity to 120 new destinations and carry 4 crore passengers in the next 10 years. The scheme will also support helipads and smaller airports in hilly, aspirational, and North East region districts. Earlier, the budget for 2024–25 had earmarked INR 800 Cr for UDAN, doubling the allocation from the previous year, with plans to rejuvenate 22 airports. Furthermore, the government had unveiled plans to revive an additional 50 airports, heliports, water aerodromes, and advanced landing grounds.

Key Government Policies

Some of the key government infrastructure schemes include:

- The 2024-25 budget by the government highlights the impetus for growth by focusing on big public investment for modern infrastructure, which will be guided by PM Gati Shakti and benefit from the synergy of a multi-modal approach. It is a step toward economic growth as well as sustainable development and is driven by seven engines, namely, roads, railways, airports, ports, mass transport, waterways, and logistics infrastructure. 100 critical transport infrastructure projects have been identified at an investment of Rs 750 Billion including Rs 150 Billion from private players. For the urban infrastructure in Tier–II and Tier–III cities, a corpus of Rs 100 Billion has been set aside via the establishment of the Urban Infrastructure Development Fund.

- The government has also announced plans for the **National Monetization Pipeline (NMP) and Development Finance Institution** (DFI) to improve the financing of infrastructure projects.

- The government has helped the growth of urbanization through a number of schemes and projects, including the Smart Cities Mission, the Atal Mission for Rejuvenation and Urban Transformation (AMRUT), and the **Pradhan Mantri Awas Yojana (Urban).**

- **Smart Cities Mission:** The Smart Cities Mission, launched on 25 June 2015, is aimed at providing core infrastructure, a clean and sustainable environment, and a decent quality of life to their citizens through the application of 'smart solutions'. It is a transformational mission aimed to bring about a paradigm shift in the practice of urban development in the country. Under this mission, 100 smart cities have taken up projects across diverse sectors related to mobility, energy, water, sanitation, solid waste management, vibrant public spaces, social infrastructure, smart governance, etc. As of September 2023, about 6,000+ projects worth more than Rs. 1.1 Trillion have been completed and the remaining projects will be completed by 30 June 2024.

- **AMRUT:** The Atal Mission for Rejuvenation and Urban Transformation (AMRUT) was launched on 25th June 2015 in selected 500 cities and towns across the country. The mission focuses on the development of basic infrastructure, in the selected cities and towns, in the sectors of water supply, sewerage and septage management, stormwater drainage, green spaces and parks, and non-motorized urban transport. A set of Urban Reforms and Capacity Building have been included in the mission.

  This mission has been subsumed under AMRUT 2.0, which was launched on 01st October 2021 for a period of five years, i.e., from the financial year 2021-22 to the financial year 2025-26. It is designed to provide universal coverage of water supply through functional taps to all households in all the statutory towns in the country and coverage of sewerage/septage management in 500 cities covered in the first phase of the AMRUT scheme.

- **PMAY:** There is a significant thrust on providing housing for all under the Pradhan Mantri Awas Yojna (PMAY) by the government and the scheme has been getting steady allocation under the union budget. Further, the sustained efforts in sanctioning and completing a substantial number of houses under both PMAY-Urban and PMAY-Gramin schemes demonstrate the government's commitment toward promoting affordable housing and improving living conditions for individuals and families across the country.

The below table shows the budgetary allocation trend:

Scheme-Wise Allocation Towards Infrastructure in FY25 (Rs Crores) Description

	FY24 Actuals	FY25 RE	FY26 BE
Pradhan Mantri Awas Yojna (PMAY)- Urban and 2.0	**21,684**	**15,170**	**23,294**
Urban Rejuvenation Mission: AMRUT and Smart Cities	**13,573**	**8,000**	**10,000**

Source: Union Budget 2025-26 Analysis, CareEdge Research

- **Bharatmala and Sagarmala** projects were introduced in 2017 by the Government of India.

Bharatmala is a flagship highway development program. The project is part of a larger initiative to enhance road infrastructure across the country. It aims to optimize the efficiency of freight and passenger movement by developing and expanding the national highway network. It focuses on improving connectivity, reducing travel time, and promoting economic growth. The project is expected to reduce logistics costs, improve transportation efficiency, and boost economic development by providing better connectivity between key economic areas. As on June 2025, under Bharatmala about 26,425 km length of projects are awarded and 20,378 kms are constructed.

Whereas the **Sagarmala Programme** is a comprehensive initiative aimed at transforming India's maritime sector and harnessing the potential of its coastline. It was launched to promote port-led development and unlock the economic benefits of the maritime industry. Sagarmala focuses on modernizing existing ports, building new ports, and improving connectivity between ports and the hinterland. The project aims to enhance efficiency in cargo and passenger movement through coastal and inland water transport. This project further seeks to reduce logistics costs, create employment opportunities, attract investments, and stimulate economic development in coastal regions. Moreover, it aims to make maritime logistics more efficient and environmentally sustainable. Under Sagarmala, 277 projects were completed and Sagarmala 2.0 launched.

- **National High-Speed Rail Corporation Limited (NHSRCL)** is a **government**-owned company in India responsible for the implementation of high-speed rail projects. The most prominent project undertaken by NHSRCL is the Mumbai-Ahmedabad High-Speed Rail (MAHSR) corridor, commonly known as the Bullet Train project. It was incorporated on February 12, 2016. The project involves collaboration with Japan as it utilizes the Shinkansen technology, known for its safety and efficiency, through a loan agreement with the Japan International Cooperation Agency (JICA). The high-speed rail corridor is expected to boost economic development along the route, create job opportunities, and improve connectivity between major cities.

Redensification in India

Redensification in India involves adopting innovative strategies to increase urban density and promote sustainable development, particularly in rapidly growing cities like Mumbai and Pune. These strategies, such as corridor densification through FSI-linked land use control and infrastructure financing mechanisms, aim to encourage compact urban development along public transport corridors. An example is the BRT (Bus Rapid Transit) system implemented by the PCMC (Pimpri-Chinchwad Municipal Corporation), which finances the scheme through the UTF (Urban Trust Funds), capturing incremental benefits from increased land values. These approaches represent a departure from previous methods and offer a holistic model for sustainable urban development with potential for replication in other cities and countries facing similar challenges.

The Government of Madhya Pradesh has issued directives to streamline re-densification projects. District Collectors or Heads of Departments compile lists of suitable properties for such projects, which can be proposed by various authorities or agencies. Once earmarked, schemes undergo approval by the District Planning Committee or the Empowered Committee if needed. Executing agencies such as the MP Housing Board or Municipalities are preferred, with surplus land auctioned if no interest is shown. Notably, re-densification projects in Indore include repurposing Central Jail land for residential and commercial use and developing commercial complexes at various sites. These projects aim to optimize land usage and urban development, with allocated funds for maintenance and streamlined valuation and registration processes. The guidelines also address compensation, government guarantees, and regulatory amendments for effective project implementation.

Overall, redensification in India is a complex and multifaceted process that requires careful consideration of socio-economic factors, infrastructure needs, and urban governance mechanisms to achieve balanced and equitable urban growth.

Impact of redensification in India

Redensification, as advocated by the Ministry of Urban Development (MOUD), prioritizes human mobility over vehicular movement. Through intensified development along transit corridors and the elevation of Floor Space Index (FSI) to promote higher-density living, cities like Mumbai and Pune can alleviate traffic congestion, enhance transport efficiency, and mitigate greenhouse gas emissions.

Moreover, corridor densification offers avenues for economic prosperity and urban rejuvenation. By fostering dynamic, mixed-use communities along transit routes, cities can attract investments, bolster local businesses, and elevate the overall livability for residents.

In addition, redensification endeavors can yield positive outcomes for urban ecosystems and biodiversity. Many Indian cities boast rich biodiversity, nurtured by citizens from diverse socio-economic backgrounds. Community-driven initiatives like rainwater harvesting, lake restoration, and waste management contribute to shrinking urban ecological footprints and bolstering environmental sustainability.

To achieve a harmonious balance between economic progress and environmental conservation, informed decision-making and sustainable planning are imperative. Collaborative endeavors involving governmental bodies, civil society organizations, and local communities are pivotal for implementing and upscaling successful initiatives nationwide.

Ultimately, the impact of redensification transcends immediate urban concerns, offering a trajectory towards a secure, fair, and sustainable future. By embracing innovative solutions and inclusive urban development strategies, India can navigate the multifaceted challenges of urbanization while enhancing the well-being of its populace.

Importance of redensification

- **Optimizing Land Use Efficiency:** Residential redevelopment plays a pivotal role in maximizing land use efficiency, particularly in cities where land availability is limited. By repurposing existing buildings or revitalizing underutilized areas, developers can unlock the full potential of available land. This approach fosters increased density and helps curb urban sprawl, ultimately leading to more sustainable and efficient urban environments.

- **Driving Economic Growth and Job Creation:** Redevelopment projects serve as catalysts for economic growth, stimulating various sectors and creating employment opportunities. During the construction phase, redevelopment projects generate jobs across multiple industries, including architecture, engineering, construction, and skilled trades. Furthermore, the completion of redevelopment initiatives often leads to the emergence of new businesses and establishments, further bolstering job creation and economic activity, especially in upcoming projects in Mumbai.

- **Boosting Property Values:** Redevelopment efforts contribute significantly to the appreciation of property values in surrounding areas. By enhancing the aesthetics, functionality, and amenities of neighbourhoods, developers create more desirable living and commercial spaces. This heightened desirability often translates into increased property values, benefiting property owners and the local tax base. Additionally, the revitalization of areas can attract additional private investment and development, further driving up property values.

- **Promoting Sustainable Practices:** Redevelopment projects offer an opportunity to integrate sustainable and green design principles into urban environments. Old structures can be retrofitted with energy-efficient systems, utilize renewable energy sources, and incorporate water-saving measures. By prioritizing sustainability, redevelopment initiatives contribute to reducing the environmental footprint of cities, improving energy efficiency, and combating climate change.

- **Fostering Community Engagement and Social Well-being:** Well-planned redevelopment projects prioritize community engagement, ensuring that the needs and aspirations of residents are considered. By creating new public spaces, recreational areas, and community facilities, developers cultivate a sense of belonging, social interaction, and improved quality of life for residents. Investments in new residential projects in areas like Santacruz (Mumbai)further enhance community living experiences.

- **Addressing Urban Decay and Crime:** Redevelopment efforts play a crucial role in mitigating urban decay and crime by eliminating vacant and abandoned buildings. By replacing these blighted structures with vibrant, well-maintained spaces, redevelopment contributes to the overall safety and security of neighbourhoods. This revitalization makes communities more appealing to residents, businesses, and visitors alike.

Key risks and challenges for Redensification

- **Regulatory and Policy Risks:** These challenges are significant considerations in infrastructure investments, as they can have a substantial impact on the feasibility, profitability, and success of projects. Moreover, investors in infrastructure projects face uncertainties related to changes in laws, regulations, and government policies. The frequent changes in regulations, cumbersome approval process as well as lack of clarity in policies can hinder project execution. Thus, frequent changes in policies and regulatory uncertainties can deter investors and impact project viability. Hence, streamlining the regulations and ensuring consistency in policies are crucial for the sector's growth.

- **Funding Challenges:** Access to affordable as well as long-term financing remains a significant challenge for EPC projects. Funding challenges in infrastructure investments are common and can arise from various factors. Infrastructure projects often require significant upfront capital investment. The high initial costs can be a deterrent for both public and private investors. Also, these projects typically have long gestation periods and payback periods. Investors may be reluctant to commit funds to projects that take many years to generate returns, especially when compared to short-term investments with quicker returns. Furthermore, some infrastructure projects, especially those involving public-private partnerships (PPPs), rely on user fees or government payments for revenue. The uncertainty associated with revenue generation, particularly if it depends on user demand, can make investors hesitant to commit funds.

- **Land Acquisition and Environmental Clearances** are two critical challenges that often pose obstacles to infrastructure development. Securing land for infrastructure projects is a complex and time-consuming process and due to increasing environmental concerns, obtaining environmental clearances is a major hurdle in the country. These issues can significantly impact project timelines, costs, and overall feasibility.

- **Quality Control and Skill Gap:** Ensuring top-notch construction standards poses a challenge within the industry. Moreover, a scarcity of proficient labour and engineers creates a deficiency in technical know-how. To tackle these challenges, it's imperative to invest in skill enhancement and enforce rigorous quality control measures.

- **Budget Constraints:** Infrastructure maintenance is a critical aspect of sustainable and effective infrastructure development. However, it often poses challenges when it comes to raising investment for new/existing projects. Governments and private entities may face budget constraints, leading to deferred maintenance of existing infrastructure. This backlog can create a negative perception among investors, as they may be concerned about the long-term viability and reliability of the infrastructure.

- **Technology Adoption:** While technological advancements bring numerous benefits to infrastructural development, they also pose challenges that need to be addressed. Adopting new technologies often requires significant upfront investments in research, development, and implementation. The initial costs can be a barrier for some infrastructure projects, especially for cash-strapped governments or smaller organizations. Hence, rapid technological advancements may render certain infrastructures obsolete, necessitating ongoing updates and investments. Hence, adopting contemporary construction technologies and embracing digitalization is essential for enhancing project efficiency and reducing costs.

Roads and bridges infrastructure market in India

Total length and breakup of roads

India has the second-largest road network in the world, with about 63,45,462 km as of FY25. This comprises national highways, expressways, state highways, major district roads, other district roads, and village roads. To accelerate the country's growth, the development of national highways has been the key focus area. On the other hand, state highways, district and rural roads continue to be a large part of the overall road network.

Table 1: Road Network of Past 6 Years (In Km)

Particulars	FY20	FY21	FY22	FY23	FY24	FY25
National Highways	1,32,500	1,36,440	1,40,995	1,44,955	1,46,145	1,46,204
State Highways	1,56,694	1,76,818	1,71,039	1,67,079	1,79,535	1,79,535
Other Roads	56,08,477	59,02,539	60,59,813	60,19,757	60,19,757	60,19,723
Total	**58,97,671**	**62,15,797**	**63,71,847**	**63,31,791**	**63,45,437**	**63,45,462**

Source: Ministry of Road Transport and Highways of India Annual Reports, CareEdge Research

Road transportation, the most common mode of transportation in India, accounts for about 87% of passenger traffic. Despite having a network of 1,46,204 km, Indian national highways account for ~2% of total road network and ~ 40% of total road traffic. State highways and major district roads make up the country's secondary road transportation system, accounting for 60% of traffic and ~98% of road length.

Percentage Share in Total Road Length Across Various Categories

Year	National Highways	State Highways	other Roads
2019	2.3%	2.8%	94.8%

Source: Ministry of Road Transport and Highways of India Annual Reports, CareEdge Research

Policy framework at the central level

Road construction is amongst the critical sub-segments for infrastructure development, economic growth, and employment creation. Besides, the government is primarily focusing on infrastructure. For instance, in the Union budget 2024-25, the government budgeted to incur higher expenditure toward road construction. Wherein, the central government made the highest ever outlay of Rs 2,78,000 crore (compared to the estimated expenditure of Rs 2,76,300 crore for 2023-24).

Moreover, Rs 1,11,00,000 crore of investments has been projected in infrastructure projects for FY20-FY25 by the Task Force on National Infrastructure Pipeline (NIP), with ~18% of the targeted investment expected to be made in the road sector in India. Also, under the recently announced Asset Monetization Pipeline, around Rs 1,60,000 crore are to be raised through the monetisation of roads.

MoRTH, an apex ministry under the central government, is entrusted with the task of formulating and administering policies for road transport, national highways and transport research, in consultation with other central ministries/departments, state governments/UT administrations, organizations and individuals, with a view to increasing the mobility and efficiency of the road transport system in the country.

National Highways Authority of India (NHAI), is responsible for the development and maintenance of national highways. The **National Academy of Highway Engineers** (formerly National Institute of Training for Highway Engineers) is responsible for sharing of knowledge and pooling of experience on the entire range of subjects dealing with the construction and maintenance of roads, bridges, tunnels, and road transportation including technology, equipment, research, planning, finance, taxation, organization, and all connected policy issues. A wholly owned company of MoRTH, **National Highways and Infrastructure Development Corporation (NHIDCL)**, is responsible for promoting, surveying, establishing, designing, building, operating, maintaining, and upgradation of national highways and strategic roads including interconnecting roads in parts of the country which share international boundaries with neighbouring countries.

Review and breakup of Investments in Key Infrastructure Sector

Infrastructure development is the need of the hour. The government has launched the National Infrastructure Pipeline (NIP) combined with other initiatives such as ‘Make in India’ and the production-linked incentives (PLI) scheme to augment the growth of the infrastructure sector. Historically, more than 80% of the country's infrastructure spending has gone towards funding for transportation, electricity, water, and irrigation. The Centre’s share in National Infrastructure Policy (NIP) is 39% whereas the state and private sectors contribute 39% and 22%, respectively.

Keeping this growth objective in view, the National Infrastructure Pipeline (NIP) was launched with a projected infrastructure investment of around Rs 1,11,00,000 crore (USD 1.5 trillion) for FY 2020-2025 to provide world-class infrastructure across the country and improve the quality of life for all citizens. It also envisages improving project preparation and attracting domestic and foreign investment in infrastructure. NIP was launched with 6,835 projects, which has expanded to over 9,000 projects covering 34 infrastructure sub-sectors.

While these sectors remain the key focus, the government also prioritizes other sectors as India's business environment and demographics are evolving. There is a need for enhanced and improved delivery across the whole infrastructure range, from housing to water and sanitation services to digital and transportation demands. This will further ensure economic growth, increase quality of life, and boost sectoral competitiveness.

Demand drivers, emerging trends and challenges of road sector

Key demand drivers

- **Population Growth and Economic Development:** India's growing population and economic development necessitate improved transport infrastructure. Investments in roads, railways, aviation, shipping, and inland waterways are crucial for facilitating economic growth and development.

- **Recent Initiatives:** In March 2024, Prime Minister Narendra Modi inaugurated multiple connectivity projects in Kolkata, totalling Rs. 1,50,390 crore. The Minister of Civil Aviation and Steel announced inaugurating 15 airport projects worth Rs. 1,01,336 crore by 2028.In June 2022, the Minister of Road Transport and Highways opened 15 national highway projects worth Rs. 1,42,035 crore in Bihar.

- **National Infrastructure Pipeline (NIP):** Projects worth Rs. 10,86,15,000 crore are currently at different stages of implementation under the NIP. The government's increased capital investment outlay underscores its commitment to infrastructure development.

- **Infrastructure Development in Roads and Highways:** India's roads and highways sector is projected to exhibit a CAGR of 36.16% during 2016-2025. The Bharatmala Pariyojana aims to upgrade and expand the road network, including the construction of expressways and economic corridors.

- **Public-Private Partnerships (PPPs) and Investment Opportunities:** Models like the Hybrid Annuity Model (HAM) and toll-operate-transfer (ToT) have stimulated private sector participation in infrastructure projects. India allows 100% FDI in roads and highways under the automatic route, presenting lucrative investment opportunities.

- **Innovation and Efficiency:** The adoption of digital platforms and artificial intelligence in project management demonstrates a commitment to efficiency and transparency. India's infrastructure landscape offers immense growth potential, with notable achievements in road construction and innovative infrastructure projects.

Emerging Trends

- **Technology integration** in road infrastructure for traffic control, real-time monitoring, and intelligent mobility solutions is known as "smart infrastructure."

- **Sustainable Practices:** Using renewable energy sources, green building methods, and environmentally friendly materials in road constructions.

- **Multimodal connection**: For seamless connection, there is a focus on combining road networks with other forms of transportation like railroads, waterways, and air travel.

- **Public-Private Partnerships (PPPs):** Using PPP models to generate finances and skills, the private sector is becoming more involved in road development projects.

- **Electric Vehicles:** As more people use electric more improvements and innovations in the road infrastructure are required to accommodate these cutting-edge technologies.

Challenges faced by the Road Sector

Despite the government’s continuous support by way of financing and amendments in the PPP model framework, few challenges still persist for the sector.

- **Delay in land acquisition and receipt of approvals for road construction:** Post Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2003, many land owners demand higher compensation and refuse to hand over possession of their land. With the Act coming into effect, the cost of land has increased thereby increasing higher cash outflow from the government towards land acquisition. Furthermore, delay in land acquisition and receipt of approvals for road construction leads to substantial project cost and time overruns, thereby impacting the project viability.

- **Mismatches between Project Cashflows and Debt Repayment Tenure:** Revenue from large infrastructure projects is spread over 20-30 years whereas the loan for the same project is for 10-15 years. This results in cash flow mismatches in the initial years of operations till the project stabilizes, thereby resulting in private players funding cashflow mismatches from their own sources.

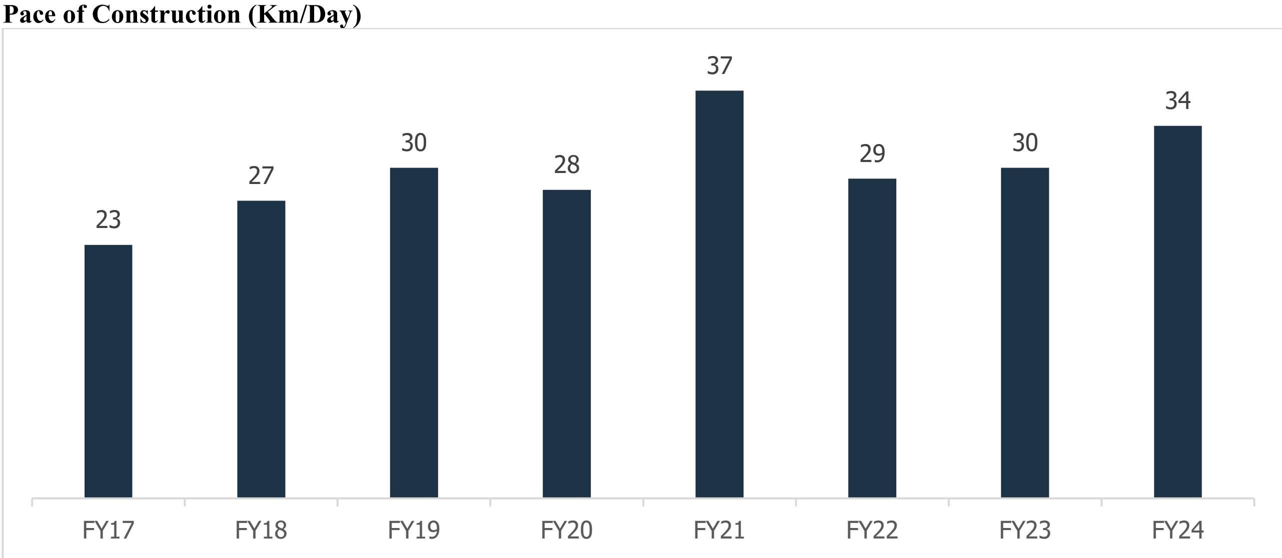
- **Limited private sector participation in BOT projects due to past financial stress; however good participation seen in HAM projects awarded in past few years:** Due to failed BOT projects on account of lower than-estimated traffic volumes or delays in project completion due to approvals/ land acquisition, private players have come under financial stress due to significantly leveraged balance sheets in anticipation of high levels of project revenue growth. However, road authority has been awarding projects under HAM wherein the risks are limited and lower funding is required because 40% of the project cost is provided by the NHAI in 10 installments based on the milestone achieved. Also in the remaining 60% of the project cost, the developer needs to finance only 20-25% and the rest can be raised on debt. Hence, decreased financial stress.

- **Cautious bank lending approach to road sector, due to highly Stressed Loan Portfolio in the past:** With higher debt exposure to road project and many projects getting stuck or delayed resulted in loans turning into non-performing assets (NPAs), which had contracted the lending capacity of banks. With lower than anticipated revenues, the private players' debt servicing capacity has been impacted. To mitigate the risk of failure of the company, restructuring of loans has been opted by the private players. Restructuring of loans for the first time does not impact asset classification but subsequent restructuring leads to NPA recognition in the books of financial institutions. Hence, banks have become cautious in terms of lending to road sector.

- **Toll collection and willingness of users to pay toll:** The sector is susceptible to end users willingness to pay toll, as there have been instances of people skipping toll payments, backed by regional groups or political parties. This in turn impacts the toll collection efficiency and revenues from the road projects, thereby adversely impacting the project cashflow position.

Outlook on investments on National Highways

Pace of Construction (Km/Day)



Source: Ministry of Road Transport and Highways of India Annual Reports & CareEdge Research
Note: FY25 data not available

According to Ministry of Road Transport & Highways, out of the total approved 27,391 km, an aggregate length of 15,447 km has been approved on EPC mode, an aggregate length of 11,537 km on HAM mode and an aggregate length of 408 km on BOT (Toll) mode [EPC: HAM: BOT: 56%:42%:2%]

- **Hybrid Annuity Model (HAM) facilitates Private Participation in Highway Construction**

The investments in roads sector is expected to grow by a CAGR of around 10-12% during the period FY25-FY28. CareEdge research anticipates Rs. 18,00,000 crore of investments from FY24-28 which will be invested in national highways with expected CAGR of around 17% in the same period.

Key Growth Drivers

In recent years, the government has taken several steps to accelerate infrastructure development, wherein, the key focus areas are transportation, energy, smart cities, water, social infrastructure, and digital infrastructure. There have also been efforts to attract foreign investors in the infrastructure sector through policy reforms. However, infrastructure projects are often expensive and have a long gestation period. To address this issue alongside fundraising and generating returns, the government is continuously striving to create a favourable operating environment for its players.

Accordingly, national and state-level agencies like the National Highways Authority of India (NHAI), state-level bodies, and private sector companies (both domestic and international), are actively participating in infrastructure development. With the growing population, the long-term need for robust infrastructure is necessary for economic development. This generates the need for massive investments in the development and modernization of infrastructure facilities which will cater to the growing demand and ensure competitiveness in the global market.

India's rapid urbanization fuels demand for new housing, commercial spaces, and improved urban infrastructure like metro networks, waste management systems, and power grids. Additionally, public and private investments in infrastructure are expected to rise significantly in the coming years. This will create opportunities for all segments.

- **Roads & Highways:** Growing freight movement, focus on national connectivity projects like Bharatmala Pariyojana, and increasing vehicle ownership will drive road and highway construction. Increasing urbanization drives the need for better transportation networks to accommodate growing populations. Road infrastructure development is closely linked to economic growth. Improved roads enhance access to markets, reduce transportation costs, and stimulate trade and commerce. Government funding and policies play a significant role in driving road infrastructure construction. Moreover, the collaboration between public and private sectors through PPPs can provide additional funding and expertise for road infrastructure projects, enabling their timely completion and maintenance. The Golden Quadrilateral connects four metropolitan cities of Delhi, Mumbai, Kolkata and Chennai, forming a quadrilateral. The Chandikhole-Bhadrak section of the Kolkata-Chennai Golden Quadrilateral corridor is being upgraded to a six-lane highway. This road spans West Bengal, Odisha, Andhra Pradesh, and Tamil Nadu, acting as the main arterial route connecting Odisha's coastal areas, according to the Union Minister of Road Transport and Highways.

- **Railways:** Railways offer an efficient means of mass transit, particularly in densely populated areas. As urban populations grow, there's increased pressure on transportation networks. Railways facilitate the movement of goods and people, contributing to economic growth. Expanded rail networks improve access to markets, reduce transportation costs, and stimulate trade. Public sector investments in railway infrastructure are crucial drivers. Integration with other modes of transportation such as ports, airports, and highways enhances the efficiency of freight and passenger transportation networks, driving investment in railway infrastructure. Therefore, rising passenger and cargo traffic, expansion of dedicated freight corridors, and modernization plans for the Indian Railways network will boost growth.

- **Power:** The increasing global energy demand, driven by population growth, urbanization, and industrialization, necessitates the expansion and modernization of power infrastructure. Growing concerns about climate change and environmental sustainability are accelerating the transition to renewable energy sources driving investments in renewable energy infrastructure. Supportive policies and regulations, including renewable energy targets, subsidies, tax incentives, and emission reduction commitments, play a significant role in driving investment in power infrastructure, particularly in renewable energy projects. Aging power grids and increasing frequency of extreme weather events necessitate investments in grid modernization, including upgrades to improve reliability, resilience, and cybersecurity, as well as the integration of distributed energy resources. Government initiatives and electrification programs aimed at providing access to electricity in rural and remote areas drive investments in off-grid and mini-grid power infrastructure projects. Demand for reliable power supply, increasing focus on renewable energy integration, and upgradation of transmission and distribution networks are key drivers.

- **Ports & Airports:** Ports and airports are vital gateways for international trade, facilitating the movement of goods and passengers. Growth in global trade and economic activity drives the need for expansion and modernization of port and airport infrastructure. The increasing trend towards containerization and intermodal transportation requires ports to enhance their capacity and efficiency to handle larger vessels and cargo volumes. Similarly, airports need to upgrade facilities to accommodate larger aircraft and passenger traffic. Investments in expansion projects, new terminals, and improved operational efficiency will help alleviate congestion and meet growing demand. The growth of emerging markets and the development of new trade routes, particularly in Asia-Pacific and Africa, create opportunities for investment in port infrastructure to support increased maritime trade volumes. Thereby, expanding international trade, rising air passenger traffic, and government initiatives to develop coastal infrastructure will propel the growth in these segments.

- **Water & Sanitation:** Rapid population growth and urbanization increase the demand for clean water and sanitation services, driving the need for infrastructure development in both urban and rural areas. Water scarcity and pollution, exacerbated by factors such as industrialization, agricultural runoff, and climate change, highlight the importance of investing in water treatment plants, wastewater management systems, and water conservation measures. Climate change impacts, such as droughts, floods, and sea-level rise, pose challenges to water availability and infrastructure resilience. Investments in climate-resilient infrastructure designs and adaptation measures are essential for ensuring long-term sustainability. International development goals, such as the Sustainable Development Goals (SDGs), set targets for universal access to clean water and sanitation services by 2030, driving global efforts and investments in infrastructure development. Hence, increasing water scarcity, growing urban populations, and government programs to improve water supply and sanitation systems will drive investments.

- **Digital Infrastructure:** Digital infrastructure has revolutionized toll collection in India by introducing efficient and transparent systems that streamline operations and enhance user experience. Advanced technologies such as RFID (Radio Frequency Identification) tags, GPS (Global Positioning System), and automated toll collection systems like FASTag have significantly improved the efficiency of toll collection processes across the country. These digital systems eliminate the need for physical cash transactions, reducing congestion at toll plazas and ensuring seamless passage for vehicles. Moreover, they enable real-time monitoring of traffic flow and revenue collection, allowing authorities to analyze data for better infrastructure planning and management. The integration of digital payment platforms has also enhanced accountability and transparency in toll collection operations, minimizing revenue leakages and ensuring that funds are allocated effectively for road maintenance and development. Overall, digital infrastructure in toll collection has not only expedited travel times but also contributed to the overall modernization and efficiency of India's road infrastructure management.

- Increasing Foreign Direct Investment (FDI) inflow in sectors like construction and infrastructure fuels growth in the EPC industry. Foreign investors see India as a lucrative market due to its vast infrastructure requirements and government support for foreign investments.

- In addition to these growth drivers, there is a growing focus on using sustainable practices and materials in construction projects, creating opportunities for green building technologies. Whereas advancements in prefabricated construction, Building Information Modelling (BIM), and drone technology are expected to improve efficiency and productivity.

- Furthermore, continuous efforts by the government to make the business environment convenient to operate and streamline the regulatory process will support the growth of investments in the infrastructure segment.

Factors contributing to rising infrastructure construction projects:

- **Government Push:** The Indian government is heavily invested in infrastructure development. Initiatives like the National Infrastructure Pipeline (NIP) with an outlay of Rs 111 trillion (USD1.5 trillion) and ambitious plans for "Smart Cities" create a guaranteed pipeline of projects for construction companies.

- **Project Diversity:** These infrastructure projects span various segments like roads, railways, power, airports, ports, and urban infrastructure. This growth is not limited to one area, creating a broad spectrum of opportunities.

- **Increased Funding:** The government's focus translates to increased funding, not just from public sources but also attracting private investments through Public-Private Partnerships (PPP) models. This injects more money into the construction sector, fuelling its growth.

- **Increased Demand for Resources:** With more projects, the demand for raw materials, skilled labour, and construction equipment rises. This stimulates various sectors that supply these resources, further boosting the overall economy.
- **Job Creation:** More projects lead to a need for more workers across various skill sets, creating jobs for engineers, construction workers, architects, and other professionals.

- **Technological Advancements:** The need to deliver large projects efficiently drives innovation in construction methods. Technologies like prefabrication, Building Information Modelling (BIM), and drone technology are being adopted to improve efficiency and safety.

- **Urban Development:** As infrastructure improves, it unlocks the potential for better urban development. Improved transportation networks, reliable power supply, and efficient waste management systems create a more attractive environment for businesses and residents, further fuelling construction activity.

Key Developments in Railways and Roadways sector

The Government of India is undertaking a comprehensive overhaul of the country's infrastructure to stimulate economic growth, enhance connectivity, and improve citizens' quality of life. This effort includes modernizing transportation networks, upgrading urban amenities, and expanding digital infrastructure. Key initiatives span the development of highways, railways, airports, waterways, and ropeway systems, all aimed at fostering inclusive and sustainable development nationwide. Notable achievements include the world's longest highway tunnel, the Atal Tunnel, and the world's highest railway bridge, the Chenab Bridge.

Road Infrastructure Development

India's road infrastructure is undergoing significant transformation through strategic planning and substantial investments. Since 2014, the budget allocation for road transport and highways has increased by 500%, leading to enhanced infrastructure development. The pace of highway construction reached a record 34 km/day in 2024-25, the second fastest in India's history. The National Highway (NH) network expanded by 60% from 91,287 km in 2014 to 1,46,204 km in 2025. The length of 4-lane NHs increased 2.5 times from 18,278 km in 2014 to 45,947 km by March 2025.

Under the Pradhan Mantri Gram Sadak Yojana (PMGSY), 3.74 lakh km of rural roads have been constructed since 2014, connecting over 99% of rural habitations. This brings the total completed rural roads to 7.80 lakh km as on May 2025, compared to 3.81 lakh km in 2013-14, underscoring the government's commitment to improving rural accessibility and connectivity. The Government also approved Pradhan Mantri Gram Sadak Yojana – IV (PMGSY-IV) on September 11, 2024, aiming to provide all-weather road connectivity to eligible unconnected habitations based on defined population criteria. The scheme targets the construction of 62,500 km of roads to connect 25,000 habitations, and will be implemented from FY25-29, with a total outlay of Rs 70,125 crore.

Indore is part of the Smart City initiative, which includes retrofitting, redevelopment, and pan-city development to enhance infrastructure and services. Indore is enhancing its road infrastructure with several key projects. The 64 km Indore Western Bypass, awarded to MKC Infrastructure in March 2024, and the 76 km Indore Eastern Bypass, with bids invited in December 2023, will form a 140 km ring road around the city, expected to be completed by 2026. Major national highways like NH 3 (Agra-Bombay), NH 59 (Indore-Ahmedabad), and NH 59A (Indore-Betul-Nagpur) pass through Indore, improving connectivity3. Recent projects include the four-laning of NH 47 from Indore to Harda and NH 347 BG between Indore and Burhanpur, enhancing links to Nagpur and Hyderabad, with a completion target of July 2025. These developments aim to ease traffic congestion and support the city's growth.

India's railway development reflects significant strides towards modernization and enhanced connectivity, demonstrating the Government's commitment to improving the nation's transportation infrastructure.

Commercial and Residential Real Estate Market in India

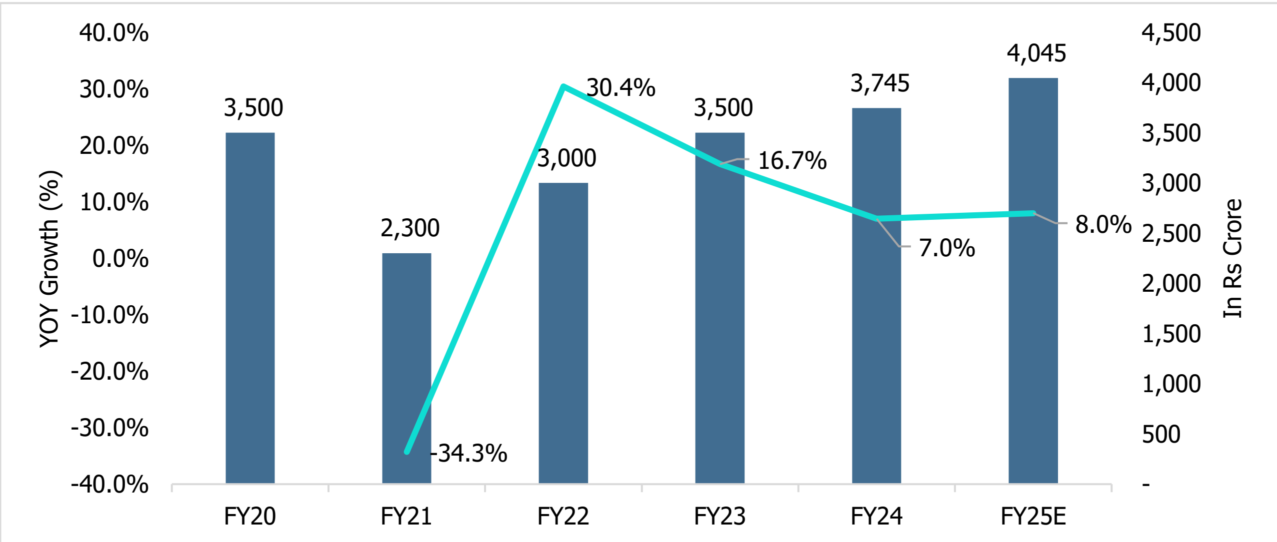
Indian Commercial Real Estate Infrastructure Market

The Indian real estate industry witnessed a slowdown in the years before the pandemic due to the general slowdown in the economy. However, this had little impact on the demand for office space. The demand for office space grew by leaps and bounds for the better part of the past decade with the unavailability of good quality supply being the only impediment to higher growth. We estimate the demand for office space, particularly in metros, to have outstripped supply before 2020.

The Commercial Real Estate Construction sector includes office buildings, retail spaces, hotels and restaurants. This segment witnessed a CAGR growth of 2.93% from Rs. 3,500 crore in FY20 to Rs. 4,045 crore in FY25. The industry is expected to grow by CAGR of 6.1% from FY25 to FY29.

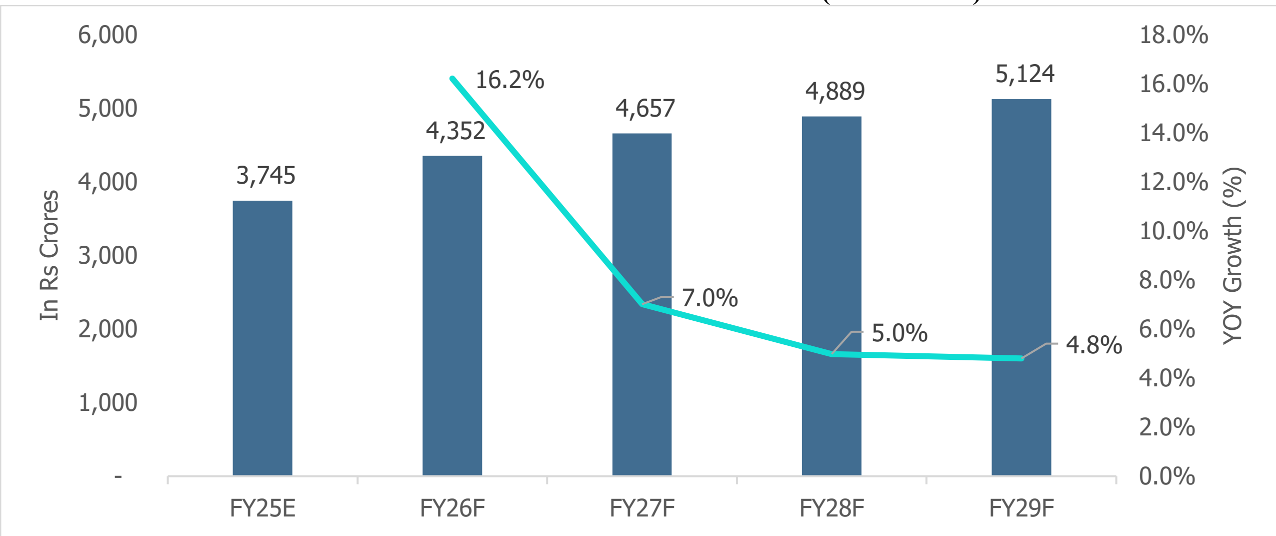
The growing need of commercial real estate will lead to growth in need of commercial offices to meet the growing demand. The industry will grow from Rs. 4,045 crore in FY25 to Rs. 5,124 crore in FY29. The commercial real estate will contribute 0.9% in FY28 of the total construction sector of India.

Commercial Real Estate Construction Sector Market Size FY20-FY25 (In Rs. Crore)



Source: CMIE, CareEdge Research

Commercial Real Estate Construction Sector Market Size FY25-FY29F (In Rs. Crore)



Source: CMIE, CareEdge

Note: E: Estimate, F: Forecast

Further, the growth in the office segment was aided by investors who showed great interest in the commercial space. A comparison of investments in commercial with residential shows that returns from commercial are higher than the residential space. An increasing number of private equity funds showed interest in the commercial office space in 2018, followed by the same in 2019.

In addition, with residential real estate becoming end-user-driven, commercial real estate emerged as a more attractive investment proposition for individual investors and institutional funds. Accordingly, developers are also responding to the demand. Incidentally, a better performance of the office segment will eventually trickle to greater demand for the residential segment. As a result, the commercial space is crucial in terms of both, its impact and its linkages.

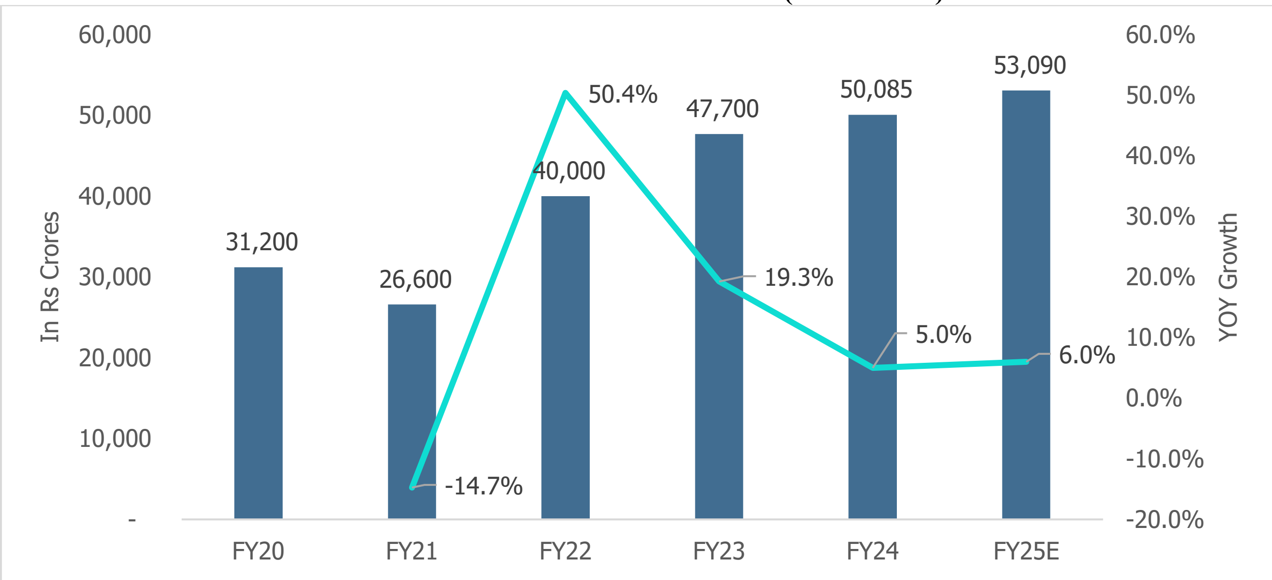
Furthermore, in India, commercial property gives an average rental yield of 8%-11%, while the rental yield from residential property is 1.5%-3%. This segment, which includes industrial, retail, and warehousing, is projected to do well on account of a rapid growth of the warehousing segment and a gradual pick up in the office segment.

Indian Residential real estate infrastructure market

The Residential Real Estate Construction sector has witnessed a CAGR growth of 11.2% from Rs. 31,200 crore in FY20 to Rs. 53,090 crore in FY25. The industry is expected to grow by CAGR of 6.3% from FY25 to FY29. The industry is expected to grow below average in Residential segment in comparison with overall industry growth of 7.5% due to increase in cost of borrowings and subdued demand in the same time period.

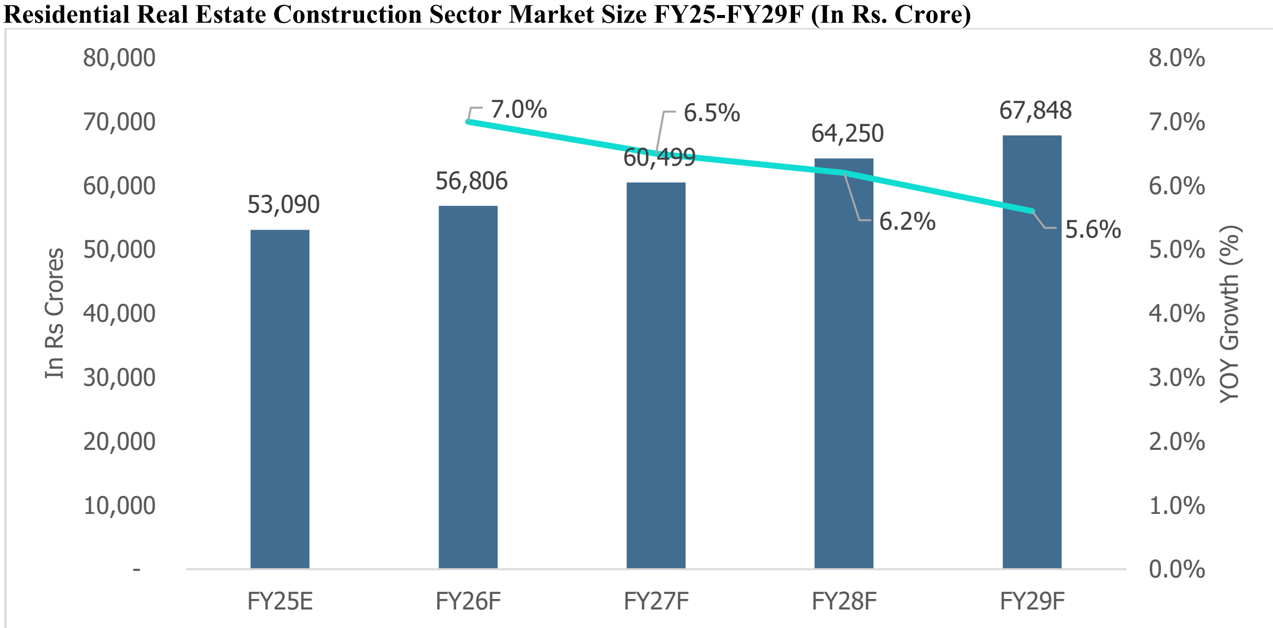
With growing urban population and government initiatives on housing will lead to stellar growth in need of residential homes to meet the growing population demand. The industry will grow from Rs. 53,090 crore in FY25 to Rs. 67,848 crore in FY29. The residential real estate will contribute 11.4% in FY28 of the total construction sector of India.

Residential Real Estate Construction Sector Market Size FY20-FY25 (In Rs. Crore)



Source: CMIE, CareEdge Research

Residential Real Estate Construction Sector Market Size FY25-FY29F (In Rs. Crore)



Source: CMIE, CareEdge.
Note: E: Estimate, F: Forecast

In India, the real estate industry is the second-largest employment generator after agriculture. Around three houses are built per 1,000 people annually against the required construction rate of five houses per 1,000 individuals annually, as per industry estimates. This indicates that there is significant untapped potential for growth in the sector.

While the current shortage in housing in urban areas is pegged at around 100 lakh units, the shortage in affordable housing space is expected to be higher considering the urban population. Additionally, healthy economic growth and the uptick in India's service sector have created additional demand for office space, which, in turn, is likely to result in greater demand for housing units in nearby vicinity.

Furthermore, India is among the top 10 price-appreciating housing markets worldwide. Therefore, it is expected that this sector will incur more non-resident Indian (NRI) investment, both in the short term and the long term. Whereas the growing flow of funds through the FDI route in Indian real estate is encouraging increased transparency. Moreover, developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards.

Key players in the market

- Sunteck Realty Limited
- Prestige Estates Projects Limited
- Oberoi Realty Limited
- Lodha Group
- Godrej Properties Limited
- DLF Limited
- Brigade Enterprises Limited
- SOBHA Limited

- **Key government policies/initiatives for commercial real estate**

Commercial real estate

- **Relaxations:**
  The RBI had also announced certain relaxations towards the Real Estate sector where - NBFCs can extend commercial real estate loans by 1 year if projects delayed are due to reasons beyond the control of promoters without treating it as restructuring. This measure aimed to maintain adequate liquidity in the system to promote the credit flow through financial institutions as well as ease financial stress.

- **National Logistics Portal**:
  The government is launching a National Logistics Portal, an integrated IT Platform that will act as a logistics marketplace to help exporters, importers and service providers exchange documents seamlessly and transact business. The portal will be a single-window platform having linkages with the IT systems of railways, road transport & highways, aviation, CBEC and state transport departments.

- **Real Estate (Regulation and Development) Act**
  The Government announced that Covid-19 related disruption was to be treated as force majeure under Real Estate (Regulation and Development) Act provision and registration and project completion timelines would be extended by 6 months /9 months, depending on which part of the country the project is being constructed and if these were falling after 25 March 2020.

- **Real Estate Investment Trust (REIT)**:
  Approved by the Securities and Exchange Board of India (SEBI), REIT is a platform to pool money from investors all across the country. The introduction of REITs is aimed towards allowing investors to make safe investments in the real estate of India, and the amount so collected will subsequently be utilised towards the development of commercial properties in order to generate income.

- **Special Economic Zones Act (SEZ Act):**
  The Department of Commerce announced changes to the **Special Economic Zones Act, 2005 (SEZ Act)** on December 6, 2023, and these changes are anticipated to have a positive impact on office space leasing in India. The government has made it possible for Special Economic Zones to lease space in terms of floors or in part, allowing office park operators all over the nation to improve the occupancy of their buildings. By amending the SEZ Rules, 2006, the new regulations partially and floor-by-floor denotify these office parks. These operators are now allowed by the rules to divide, for commercial purposes, a portion of the built-up space within an SEZ unit on a floor-by-floor basis.

- **Foreign Direct Investment (FDI):**
  In January 2018, the Government allowed 100% FDI in single-brand retail trading and construction development without Government approvals. The FDI caps were revisited for several industries and this promoted foreign agencies to bring in their technology, expertise and money into India. New companies setting shop in India meant more office spaces, larger built-to-suit technology centres and Special Economic Zones. Due to job creation, residential segment demand will increase. The government's move to liberalise FDI norms in the construction industry provided a leg-up to the investments in the real estate industry. According to industry sources, real estate investment reached USD 1.35 billion during the September 2021 quarter, which indicated a nine-fold increase. FY23 saw investments worth USD 170.3 billion in overall infrastructure construction activities and USD 14.6 billion in the construction development sector including townships, housing, built-up infrastructure and construction development projects.

- **Real Estate Investment Trust (REIT):**
  Approved by the Securities and Exchange Board of India (SEBI), REIT is a platform to pool money from investors all across the country. The introduction of REITs is aimed towards allowing investors to make safe investments in the real estate of India, and the amount so collected will subsequently be utilized towards the development of commercial properties in order to generate income. This is an initial step and in upcoming future, REITs may also come to fund residential segments. Dividend payments to REITs and INVITs are proposed to be exempted from TDS. Debt Financing of REITs by Foreign Portfolio Investors will be enabled by making suitable amendments to the relevant legislation.

Residential real estate

- **Real Estate and Regulation Act (RERA)**
  The real estate sector has benefitted from RERA, which was implemented on May 01, 2017, despite it being subdued for a few months as developers put their operations on hold, to understand and comply with all the regulations. In the long run, RERA makes the real estate sector more transparent and process-driven. RERA has a direct implication for the ceramic sector as well. In a medium time, frame, RERA is expected to bode well for the organized real estate sector as well as the ICTI (Information and Communication Technology Infrastructure). It was brought into effect with a view of regulating the import, manufacture, sale, transport, distribution and use of insecticides in order to prevent risk to human beings and animals.

- **Smart Cities**
  The building and push towards SMART Cities also heralded the opportunity for infrastructure development which includes roads, railways, and commercial centres. With the government easing the transaction and compensation process around land acquisition also helped developers overcome challenges and hurdles in development projects. Housing and inclusiveness - expand housing opportunities for all. Under the scheme, a total of 2,082 projects costing Rs. 70,600 crores are under construction and 5,937 projects costing Rs. 108,604 crores have been completed as of July 2023, out of the total target of 8,019 projects in 100 cities.

- **Pradhan Mantri Awas Yojana (PMAY)**
  The Pradhan Mantri Awas Yojana (PMAY) was introduced as part of the 'Housing for All' initiative with the objective of facilitating the provision of affordable housing at a reduced cost by the deadline of December 2024. In the Union Budget 2023-24, the government allocated Rs 79,590 crores toward this scheme, an increase of 3% y-o-y. Under the PMAY-Urban scheme, pucca houses are provided to individuals falling within the Economically Weaker Sections/Low Income Group (EWS/LIG) and Middle-Income Group (MIG) categories, including slum dwellers. As of 10th July 2023, approximately 75.31 lakh houses have been completed, around 112.22 lakh houses have commenced construction, and approximately 118.9 lakh houses have received official sanction, while the total demand stands at approximately 112.24 lakh houses. The PMAY-Gramin scheme aims to offer pucca houses to rural individuals lacking shelter or residing in kutcha (temporary) and dilapidated housing structures. As of July 2023, a total of 260.27 lakh houses have been completed, indicating a 78% achievement rate in relation to the Ministry of Rural Development's (MoRD) target of 293.50 lakh houses.

Key growth drivers

Commercial real estate

- **Increasing Population to Result in More Workforce:**
  China's population grew at a rate of 12% from 125 crores in 1999 to 140 crores in 2019 whereas India's population increased by 32% from 104 crores to 137 crores during the same period. India accounts for the largest populated country in the world and its rising population will result in more individuals joining the workforce. A higher number of employees will create more demand for office space and will therefore be a key demand driver in the future.

- **Warehousing Growth Drivers:**
  Flourishing E-Commerce: The e-commerce boom, particularly accelerated by the pandemic, fuels the demand for warehousing facilities. The shift towards online shopping, driven by lockdown restrictions and changing consumer behavior, necessitates increased storage capacity for online marketplaces. Tier-2 and Tier-3 City Demand: While e-commerce growth initially centered around metros, rising demand from smaller cities propels the need for warehousing expansion. To facilitate efficient last-mile deliveries, e-commerce companies are investing in warehousing infrastructure in these regions.

- **Government Initiatives and Manufacturing Shift:**
  Government initiatives like the Production Linked Incentive (PLI) scheme bolster the domestic manufacturing sector, increasing demand for warehousing. Additionally, the shift of global manufacturing from China to countries like India contributes to warehousing growth, driven by the need for storage space for manufacturing and pharmaceutical industries.

- **Favourable Demographics:**
  India's youthful demographic profile, characterized by a large young population and a declining dependency ratio, augurs well for discretionary spending on leisure and hospitality. This demographic trend fuels growth in hospitality and food services, indirectly driving demand for warehousing as these sectors require storage infrastructure to support their operations.

- **Increasing Demand for Cold Chain Logistics from Pharma and Packaged Foods Industries**
  Cold chain logistics is another key demand driver for the supply chain industry. The cold chain logistics system allows for the safe transport of temperature-sensitive goods and products along the supply chain. This branch of logistics depends on science and technology to maintain the balance between temperature and perishability.

Further, in the post-pandemic world where the safe transportation of vaccines and booster doses will remain crucial, cold chain logistics will propel the demand for efficient integrated supply chain management. Alongside the pharma industry, another user of cold chain logistics is the grocery and meat products industries. With the advent of e-commerce and speciality companies offering varieties of meat and meat products in a time-sensitive manner, the reliance on cold chains, and, consequently on integrated supply chains will increase.

Residential real estate

- **Increased Economic Growth and Urbanization to Boost Demand**
  The Indian economy has experienced steady growth in the past decade and is expected to be one of the fastest-growing economies in the post-pandemic era. Whereas the rising income and employment opportunities have led to migration to urban areas, thereby creating a greater need for real estate in major Indian cities.

- **Government Policies Enabling Demand through Greater Transparency**
  The real estate segment has received a massive boost from government initiatives such as the Affordable Housing Scheme, Goods and Services Tax (GST), and the Real Estate Regulation and Development Act, 2017 (RERA). While the initial months following the implementation of these initiatives created some disruption, the policies increased the transparency and competence of the sector. As a result, the confidence of domestic and foreign investors in the real estate industry witnessed a boost leading to higher FDI in the sector.

- **Rising Number of Nuclear Families**
  India has the largest population in the world which is about 1.4 billion. The population largely consists of young and middle-aged and hence this shows that India has a huge potential consumer market and a huge housing demand gap. According to the World Bank, India's urban population will account for 36% of the total population in 2022 and 40.76% of the total population by 2030. With the deepening of the process of urbanization in India, the continuous increase of urban population and the continuous development of economy will continue to promote the development of this industry. The nuclear family concept is well-linked with the rapid urbanization of the country. According to the 2001 census, out of 19 crore households, 10 crore or approximately 50% were nuclear households. Whereas in the 2011 census, the share reached 52.1% – 13 crores nuclear families out of 24.9 crore households. People migrate from one place to another in search of jobs which ultimately increases the nuclear family counts. An increase in the nuclear family will lead to an eventual growth in demand for residential units.

- **Relocations**
  The pandemic made consumers from the middle-income and above categories aware of the shortfalls of their present residences. With families spending all their time within the confines of their homes, most became acutely aware of the lack of space or limitations with respect to the facilities offered. We expect such families, mostly from metros and Tier-1 cities, to be motivated to relocate and make new purchases due to the want of more open space, modern amenities, proximity to their workplace, and desire to relocate closer to extended families and friends.

- **Shift in Buying Behaviour**
  COVID-19 has shifted the attitude that resulted in consumers buying new homes. One, the financial uncertainty brought on by the pandemic is estimated to have led to many consumers considering a house as an essential financial security.

Consumers are seriously evaluating their lifestyle and may want to move to larger homes, broadly considering their family size and their work-from-home & study-from-home schedules. Accordingly, the demand for projects with good architecture, uncluttered space, and recreational activities for children and the elderly is projected to increase.

Key risks and challenges

- **Regulatory Obstacles**

The creation and operation of sound logistics infrastructure can be slowed down if multiple regulatory agencies are not brought under a single umbrella. Currently, hindrances with land acquisition and consolidation and changes in land use are major impediments. An absence or lack of transparency in compliance has added to the woes.

- **Unavailability of Skilled Staff in Warehousing**

While India's demography is an advantage, the lack of appropriately skilled labour is a cause for concern. The supply chain industry has experienced this crunch more sharply than other industries as it is primarily a support industry. The industry needs to build a group of skilled personnel comprising truck drivers, warehousing managers, quality inspection supervisors, and seafarers. This is because the unavailability of skilled workers is a consequence of inadequate training and the absence of proper leadership.

Besides, given the unorganized nature of the industry, it is characterized by poor working conditions and a low pay scale due to which it does not necessarily attract skilled personnel. There are also limited institutes aimed at operational and technical training, which further accentuates the problem. With new innovations and developments cropping up in the cold supply chain segment and specialized warehousing, it is imperative to develop a workforce well-equipped and efficient to avoid hiccups.

- **Land Availability**

Litigated land is one of the challenges faced by the real estate sector and the developers. According to a survey conducted by the MahaRERA, around 16% of projects and 31% of built-up spaces are or have been in legal disputes. In Mumbai, these figures tally to about 30% of the real estate projects and 50% of the built-up space. For Thane, the corresponding figures are 26% and 36%, respectively. Further, the unavailability of affordable land is one of the biggest barriers to the creation of affordable housing in cities. The government has several urban land banks which are currently not utilized.

Such land can be allocated for affordable housing projects and the creation of affordable housing can be driven via a PPP model.

- **Outdated Building Bylaws**

India has a population of about 1.4 billion as of 2022. With the current rate of population explosion, the demand for space is vital. Over 50% of the world's population lives in cities, and the number is expected to rise by 250 crores by the year 2050. However, the current Floor Space Index (FSI) norms in the cities are not on par with the growing demands of consumers. As a result, while the demand for more housing units is likely to be on the upside, outdated bylaws remain a critical hurdle on the supply side.

- **Tax Regime Changes**

In addition to the aforementioned financial challenges, the implementation of the GST is another factor that impacts the real estate industry. Before the implementation of GST, a service tax of 4.5% was applicable in the case of an under-construction property. However, post-GST, the rate has sharply risen to 12%, impairing the attractiveness for property investors. As buyers were paying registration charges and stamp duty on properties, the inclusion of GST increased the statutory cost of the property of the investor by 20%.

- **Approvals and Procedural Difficulties**

The real estate sector in India is heavily regulated by the central & state governments and local bodies. Real estate developers are required to comply with a number of laws and regulations, including policies and procedures established and implemented by local authorities in relation to land acquisition, transfer of property, registration, and use of land. These laws often vary from state to state.

If the project is in the preliminary stages of planning, any delay in obtaining approvals could warrant revised scheduling of project timelines. It not only delays a project but also increases the cost of the property for both buyers and developers.

- **Elevated Finance Costs**

The cost of funds is rising due to increasing monetary policy rates. The RBI raised the repo rates from 4% in April 2022 to 6.5% in January 2023. This increase may raise the house loan interest rates and affect the demand for affordable & lower middle-class housing sectors. The interest rate hike can even dampen the sentiments of homebuyers in the sector.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. Please see "Forward-Looking Statements" on page 29 for a discussion of the risks and uncertainties related to those statements along with "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 31, 253 and 395, respectively, for a discussion of certain factors that may affect our business, results of operations or financial condition. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless the context otherwise requires, in this section and for the information derived from Restated Consolidated Financial Information, references to "we", "us", "our" "our Company" or "the Company" refers to Highway Infrastructure Limited and its Subsidiary and the Association of Persons, on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from a report titled 'Research Report on Road Toll, Infrastructure EPC & Real Estate Industry in India' dated July 07, 2025, prepared by CARE Analytics and Advisory Private Limited ("**CareEdge Report")** which is exclusively prepared for the purpose of the Offer and commissioned for an agreed fee and paid for by our Company available on the website of our Company at https://www.highwayinfrastructure.in/investor-information. For further details and risks in relation to the CareEdge Report, see "Risk Factor – Certain sections of this Red Herring Prospectus disclose information from an industry report commissioned by us from CareEdge Research, which is an independent third-party entity and is not related to the Company, its Promoters or Directors, in any manner whatsoever. Any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 65. CareEdge Research was appointed on May 09, 2024, pursuant to an engagement letter entered into with our Company. CareEdge Research is not related in any other manner to our Company, Subsidiary, Promoters, Directors, and KMPs. The data included herein includes excerpts from the CareEdge Report and may have been re-ordered by us for the purposes of presentation There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate and "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 26. We have, in this Red Herring Prospectus, also included various operational and financial performance indicators, some of which may not be derived from our Restated Consolidated Financial Information. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions.*

Overview

We are an infrastructure development and management Company. Our Company is engaged in the business of tollway collection, EPC Infra and real estate business. While the Company's business spans facets of infrastructure development and management, tollway collection stands out as a significant mix of its business, driving our revenues and financial performance followed by EPC Infra business which comprises of executing construction development projects of different types like roads, bridges, tanks, irrigation related construction and civil buildings etc., for customers. As on May 31, 2025 our consolidated Order Book is ₹ 6,663.07 million, comprising of ₹ 595.30 million in tollway collection business and ₹ 6,067.77 million in EPC Infra business.

HIL is one of the few toll operators who have managed tollway collection based on ANPR technology on Delhi-Meerut Expressway. The Company has operated tolls on some of the known inter-state and intra-state expressways across 11 states and one Union Territory. The Company employs updated Electronic Tollway Collection (ETC) systems, which leverage Radio Frequency Identification (RFID) tags and digital payment platforms to facilitate seamless and contactless toll payments. This model not only reduces congestion at toll plazas but also enhances operational efficiency by reducing transaction times and errors, thereby resulting in overall better management. *(Source: CareEdge Report)*.

Our projects usually use both fund-based and non-fund-based banking facilities to meet the working capital requirements. Fund-based facilities provide the cash flow to cover our operating expenses, while non-fund-based facilities such as bank guarantees, etc. are used by us to offer as a security under bid terms and are crucial for securing contracts in our EPC Infra and tollway collection projects. For securing bank guarantees, we need to provide cash margin in the form of fixed deposits. The requirement to set aside incremental cash margins for additional contracts contributes to the overall need for higher working capital.

Tollway collection business:

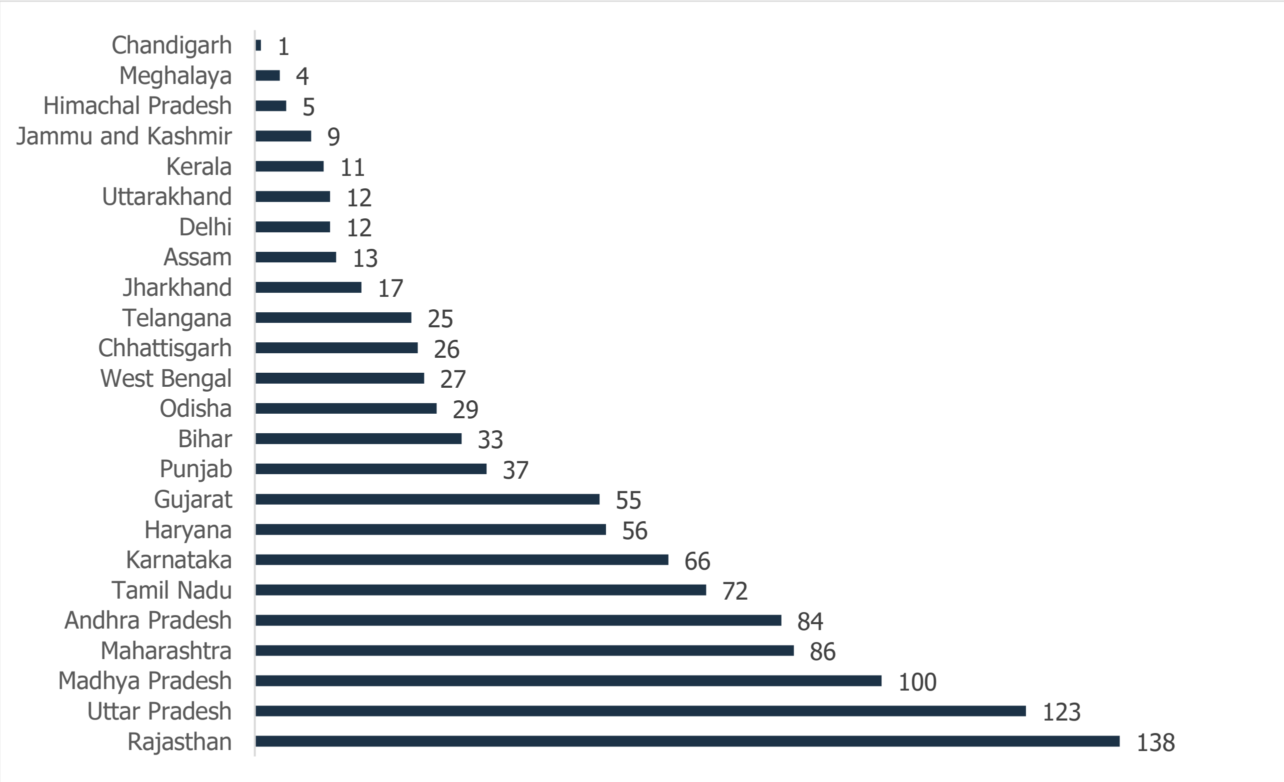
One of the primary revenue streams for our Company is the operation and management of tollway collection systems on highway projects. Such projects are procured by way of a competitive bidding process. As on May 31, 2025, we have completed 27 tollway collection projects and are currently operating 04 tollway collection projects.

Our approach to tender bidding in the tollway collection and EPC Infra businesses is largely guided by our in-house cost analysis and competitor evaluation. Our successful bids are typically secured as H1 for toll projects and L1 for EPC Infra business.

The Government mandated the use of FASTag from February 2021 onwards. In addition, the convenience of using digital payment modes has resulted in considerable growth in toll payments through the NETC platform. A total of 110 million FASTags were issued as of May 2025 through the NETC programme. The programme has seen 11.9% growth on y-o-y basis as of Mar-25, with a collection of Rs 68 Billion in FY25 and as of May-25 stands at Rs 71 Billion. In terms of volume and the amount collected May-25 has been the highest q-o-q sales.

There has been an upside in toll collection after increase in Toll Operate Transfer (TOT) models and Monetization of assets by Government of India. Under this model, NHAI has monetised four TOT Bundle 11,12,13 and 14 and realised Rs. 15,968 crores during the financial year 2023-24 totalling Rs. 42,334 crores, so far. *(Source: CareEdge Report)*.

STATE WISE NUMBER OF TOLL PLAZAS ON NATIONAL HIGHWAYS



Source: (CareEdge Report)

Key highlights of Company's toll business

1. **Technological Edge**: The Company is one of the few toll operators in India who have managed toll collection based on ANPR technology (Automatic Number Plate Recognition) on Delhi-Meerut Expressway. In this system, applicable user fee is deducted from FASTag based on the entry and exit of the vehicles as captured by ANPR cameras installed at various entry and exit locations. Under this technology, the toll is directly collected using implementation of toll collection system based on new technology with limited physical barriers. The Company has well-adopted Electronic Toll collection (ETC) systems across its toll plazas. These systems facilitate the automatic deduction of toll fees through Radio Frequency Identification (RFID) tags or other digital payment methods, reducing congestion at toll plazas and improving the overall user experience *(Source: CareEdge Report)*.

2. **Operational experience**: The Company has operated toll collection centres in 11 states and one union territory, including some prominent, busy and marquee Toll way like Delhi Meerut Expressway, Mokha expressway toll which is the only expressway that connects the Kandla port and Mundra port (Adani Port), GT Road Toll way (Haryana/Punjab). Its toll collection business is mainly operational across expressways typically having multiple lanes of traffic services *(Source: CareEdge Report)*.

3. **Customer Service offerings**: The Company is committed to providing a better and convenient experience for toll road users. This includes offering multiple payment options, including cash, credit/debit cards, mobile payments, and prepaid toll cards. Its toll centres are equipped with standard facilities like customer care numbers and centres which aid in smooth operational functionality and customer experience *(Source: CareEdge Report)*.

4. **Technology employed**: The Company operates on NHAI's implemented systems, security measures, including their systems and protocols to protect customer data, transaction recording and to prevent any irregularities in operations, ensuring transparency and accountability in business *(Source: CareEdge Report)*.

EPC Infra projects:

Over the years, the Company has developed its EPC Infra business and has gradually added facilities to support and supplement its EPC Infra business through auxiliary services. It has developed in-house resources to deliver a project from conceptualization to completion. As on May 31, 2025, in EPC Infra we have 66 completed projects, 4 projects whose completion certificate is pending and 24 projects are under execution.

We are currently executing projects across Indore, Bhopal, Dhar, Ratlam and Khandwa in Madhya Pradesh, India. We have experience in executing projects of different types like roads, bridges, tanks, irrigation related construction and civil buildings etc. In this segment, we cater to both private and public sectors. In public sector, the Company has completed many projects awarded by the public sector entities and in private sector to companies like Shubham City Homes, Shubham Builders, Shubham Energy, Adroit Associates Pvt Ltd, etc. We have participated and completed projects in government schemes like Pradhan Mantri Awas Yojna (PMAY), Pradhan Mantri Gram Sadak Yojna (PMGSY) and Jal Jeevan Mission.

Real Estate:

Real Estate is our smallest business segment. Under this segment, we own, develop, construct and sell commercial and residential properties. Over time, we have developed gated communities and housing projects.

Our increasing focus on toll and EPC Infra businesses has helped us in gaining experience and knowledge in undertaking projects of different sizes and at different locations. The Company's manpower, coupled with its equipment and machineries, helps in execution and completion of our various projects, whether tollway collection, EPC Infra or real estate business.

Composition of our Revenue from Operations

(in ₹ Millions except percentages and ratios)

Our operations	Fiscal 2025	Percentage (%)	Fiscal 2024	Percentage (%)	Fiscal 2023	Percentage (%)
Tollway Collection	3,824.07	77.14	4,783.47	83.42	3,564.78	78.32
EPC Infra	1,054.89	21.28	921.94	16.08	942.51	20.71
Real Estate	78.19	1.58	29.13	0.50	44.04	0.97
Total	**4,957.15**	**100.00**	**5,734.54**	**100.00**	**4,551.33**	**100.00**

The following table sets out key financial parameters in the relevant periods:

Key Performance Indicators of our Company

Key Financial Performance	Metric	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations[1]	₹ in millions	4,957.15	5,734.54	4,551.33
EBITDA[2]	₹ in millions	313.22	384.42	276.87
EBITDA Margin [3]	%	6.32	6.70	6.08

PAT[4]	₹ in millions	223.98	214.14	138.00
PAT Margin [5]	%	4.44	3.71	3.02
Debt-Equity Ratio[6]	times	0.61	0.69	0.85
ROCE [7]*	%	16.56	24.45	19.47
ROE [8] *	%	19.03	21.37	18.45
Revenue CAGR (Fiscal 2023 to Fiscal 2025)[9]	%			4.36
EBITDA CAGR (Fiscal 2023 to Fiscal 2025) [9]	%			6.36
Tolls Operated[10]	Number	15	7	12
Operation in states[11]	Number	7	5	8

(1) *Revenue from operation means revenue from operating activities*

(2) *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income.*

(3) *'EBITDA Margin' is calculated as EBITDA as a percentage of revenue from operations.*

(4) *PAT represents total net profit after tax for the year.*

(5) *'PAT Margin' is calculated as PAT divided by total income.*

(6) *Debt Equity Ratio: is calculated as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means Net worth*

(7) *ROCE is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth + total current & non-current borrowings – cash and cash equivalents and bank balance appearing under current assets.*

(8) *ROE is calculated as PAT divided by Net worth.*

(9) *CAGR = Compounded Annual Growth Rate*

(10) *Tolls Operated is number of tolls operated during the fiscal.*

(11) *Operation in states means the number of states in which the company operated /did business, in a particular year.*

Competitive Strengths

Execution capabilities with industry experience

We have close to 30 years of experience in running the tollway collection business and executing EPC Infra projects over multiples states in India. Our projects were in Madhya Pradesh, Gujarat, Andhra Pradesh, Punjab, Maharashtra, Telangana, Chhattisgarh, Haryana, Uttar Pradesh, Rajasthan, Odisha and Delhi. We are one of the few toll operators who have managed tollway collection based on ANPR technology on Delhi-Meerut Expressway. We have also operated tolls on some of the known inter-state and intra-state expressways across different states. *(Source: CareEdge Report)*. The Company employs updated Electronic Tollway collection (ETC) systems, which uses RFID tags and digital payment platforms to facilitate contactless toll payments. It reduces congestion at toll plazas but also improves operational efficiency by reducing transaction times and errors *(Source: CareEdge Report).*

Experienced Management Team

We are led by our Promoters and the management team which has experience in the businesses which we operate. Our management team consists of a mix of individuals with professional, technical and commercial experience in various fields. Our Managing Director, Arun Kumar Jain looks after the coordination, management and implementation, planning and overall management of the Company. Our Whole-time Director and CFO, Anoop Agrawal handles financial matters, coordination with governmental bodies and implementation of new business opportunities. Our CEO, Ankit Tandon handles day to day operations of the Company besides overlooking bidding process, execution and delivery. The above are supported by our Key Managerial Personnel and other functional staff of the Company.

For further details relating to our Key Managerial Personnel, see "*Our Management – Key Managerial Personnel*" on page 243.

Order Book & financial performance

As on May 31, 2025 our consolidated Order Book is ₹ 6,663.07 million comprising of ₹ 595.30 million in tollway collection business and ₹ 6,067.77 million in EPC Infra business. Our Order Book helps us to plan our revenues, operations and project execution.

Our revenue from operations increased from ₹ 4,551.33 million in Fiscal 2023 to ₹ 4,957.15 million in Fiscal 2025 at a CAGR of 4.36% while our profit for the year increased from ₹ 138.00 million in Fiscal 2023 to ₹ 223.98 million in Fiscal 2025 at a CAGR of 27.40%. Our EBITDA, on a consolidated basis, has grown at a CAGR of 6.36% from Fiscal 2023 to Fiscal 2025. For further details, see "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 395. Our financial performance and position gives us confidence and adaptability to market fluctuations.

Diversified revenue base and portfolio

We are a Company operating primarily in three sectors, namely, tollway collection, EPC Infra projects, and real estate business. Engaging in multiple sectors helps us to diversify the Company's revenue streams, reduces dependency on a single sector and helps to identify more profitable opportunities. Our Company also earns from business auxiliary activities like leasing of spare equipment, sale of surplus material etc.

Our Company's revenue from operations for Fiscal 2025, Fiscal 2024 and Fiscal 2023 are detailed as below:

(in ₹ Millions except percentages and ratios)

Our operations	Fiscal 2025	Percentage (%)	Fiscal 2024	Percentage (%)	Fiscal 2023	Percentage (%)
Tollway collection	3,824.07	77.14	4,783.47	83.42	3,564.78	78.32
EPC Infra	1,054.89	21.28	921.94	16.08	942.51	20.71
Real Estate	78.19	1.58	29.13	0.50	44.04	0.97
Total	**4,957.15**	**100.00**	**5,734.54**	**100.00**	**4,551.33**	**100.00**

Our Company's customer-sector wise revenue bifurcation for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 are detailed as below:

(In ₹ million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Public Sector	4,539.84	5,469.27	4,158.65
Revenue from Private Sector	417.31	265.27	392.68
Total Revenue from Operations	**4,957.15**	**5,734.54**	**4,551.33**

Our Business Strategies

Continued focus on current business verticals

As part of our strategy and constant growth process, we intend to keep focusing on the growing our tollway collection business and EPC Infra business and endeavour to improve our financial performance.

Total tolling length is expected to grow in future with increasing toll revenue for the government. The outlook of the toll industry remains positive as more and more roads length of km is expected to be completed by 2025 generating revenue's in future. According to PIB (Press Information Bureau) and CareEdge, the toll length of approximately 5,100 km is estimated to have completed by FY25. This will approximately increase the toll revenue by 4,200 crores for FY25 & FY26. Increase in traffic volume in passenger and commercial vehicles will lead to further increase in toll revenues *(Source: CareEdge Report)*. Vision 2047 plans to develop 50,000 kilometers of access-controlled expressways, ensuring any location in India is within 100-125 kilometers of one. The Bharatmala Pariyojana, a comprehensive road development initiative, aims to enhance connectivity across India by constructing Economic Corridors, Inter-Corridors, and feeder roads. *(Source: CareEdge Report)*

Our intention is to bid for such new road projects to build our order book and revenues. We intend to leverage on our previous experience of operating tollway in ANPR technology. We also aim to bid for larger projects on sole or joint bidding basis, as our management may deem beneficial for our Company considering prevailing business conditions.

Penetrating newer geographies

We have undertaken projects in Madhya Pradesh, Gujarat, Andhra Pradesh, Punjab, Maharashtra, Telangana, Chhattisgarh, Haryana, Uttar Pradesh, Rajasthan, Odisha and Delhi. As a part of our growth strategy, we intend to expand our presence to additional states in other parts of our country subject to business & financial viability. This may help us in reducing our concentration risk and also give us more experience.

The government is driving infrastructure development through initiatives like the National Infrastructure Pipeline (NIP), supported by programs such as 'Make in India' and the production-linked incentives (PLI) scheme. NIP aims to improve nationwide infrastructure and attract domestic and foreign investment. Initially comprising 6,835 projects, the NIP now includes over 9,000 projects across 34 sectors. *(Source: CareEdge Report)*. Such opportunities are expected to help us in growing and widening our business reach.

Venturing into associated business verticals

We intend to use our current experience to explore opportunities in additional business areas which may be linked with our current operations. We are exploring various opportunities, which includes –

1. ***Way side amenities*** – Way side amenities in various forms across highways and expressways can be an important segment in the near future with the expansion of highways and expressways. The roadways and the connectivity of the same will allow more vehicles to ply on such roads and they will require various amenities during such journey such as Fuel Station, Electric Vehicle Charging Facilities, Food Court, Retail Shops, Drinking Water, Parking, Dhaba/Restaurant/Eateries, Bank ATM, Children Play Area, Medical Clinic, Childcare room, Toilets with shower facility, Vehicle repair facility, Driver Dormitory, Village Hatt for promotion of local handicrafts (https://www.pib.gov.in/PressReleasePage.aspx?PRID=2117704) . We intend to explore similar projects with the NHAI for setting up way side amenities.

2. ***HAM projects*** - The hybrid annuity model (HAM) is a public-private partnership used for highway development in India. It splits the project cost between the government and private sector, with the government typically funding up to 40% during construction and the private concessionaire covering the remaining 60%. The government then makes annuity payments to the concessionaire over 15 to 20 years, covering investment and operational costs and including interest on the invested equity. This model reduces financial risk for private players, ensures steady revenue through annuity payments, and shares traffic risk with the government, promoting timely project execution and high infrastructure quality. The National Highways Authority of India (NHAI) has successfully implemented HAM for various highway projects *(Source: CareEdge Report)*. Considering this as linked to our current business and strengths, the Company is evaluating business in this segment.

To manage our risks linked with diversification, we prefer to expand in businesses such as hospitality, commercial centres, etc., that require execution skills similar to our current businesses, experience and additionally utilise our current machinery, manpower and materials. We may also explore options of partnering with other companies for current. or new businesses.

Business Structure

Tollway Collection Projects

Our primary revenue is generated from our tollway collection business under which we study and identify potential tollway projects to bid for. The tollway collection business comprises of collection of toll charges from vehicles passing through that toll gate on the highway. The tollway collection contracts are typically up to 12 months which may be extended by few months by the highway authority. The tollway collection contract is awarded based on a tender based competitive bidding process. We conduct a survey for toll analysis encompassing traffic patterns, alternate routes and revenue collections, including growth estimates, that allows us to place bids in a better manner. Toll charges are provided by NHAI in the tender and are usually revised on annual basis. While NHAI provides operation system, the staffing is under our control. Our tollway collection business is mainly operational across expressways typically having 3 to 4 lanes of traffic services. We are pre-qualified for bidding for NHAI toll collection contracts. The contract also includes ancillary services maintenance and cleanliness of toll plaza area, maintenance of computers and other equipment, traffic management at toll plaza, etc. The Company solely utilizes toll collection related software/ infrastructure as provided by NHAI and does not own or license any separate software for the tollway projects awarded by NHAI. Systems like Electronic Toll Collection (ETC) through Radio-Frequency Identification (RFID) reader, toll lane controller, cameras including user fare display board, automatic vehicle classification sensors and automatic boom barriers are used to conduct our toll collection activities.

The details of our completed tollway collection projects as on May 31, 2025 and for Fiscal 2025, Fiscal 2024 and Fiscal 2023 are as follows:

Sr. No	Contractee's Name	Name, Location & Nature of Work	Contract Date	Actual Date of Completion	Contract Value (₹ in millions)*
1.	NHAI	Engagement of user fee collection agency through regular basis 9e-tender) for Mokha Fee Plaza at km 44.500 for 4/6 lanning of Gandhidham (Kandla) Mundra Port Section of NH-BA (Extn.) in the state of Gujarat under NHDP Phase-III (through PPP) on DBFOT basis**	27-12-2020	05-04-2022	1,223.10
2.	NHAI	Engagement of user fee collection agency on the basis of e-quotation for Mokha Fee Plaza at km 44.500 for 4/6 lanning of Gandhidham (Kandla) Mundra Port Section of NH-8A (Extn.) in the state of Gujarat under NHDP Phase-III (through PPP) on DBFOT basis.**	05-04-2022	09-09-2022	315.63
3.	NHAI	Engagement of user fee collection agency on the basis of e-quotation for Mokha Fee Plaza at km 44.500 for 4/6 lanning of Gandhidham (Kandla) Mundra Port Section of NH-8A (Extn.) in the state of Gujarat under NHDP Phase-III (through PPP) on DBFOT basis.**	09-09-2022	12-11-2022	393.93
4.	NHAI	Engagement of user fee collection agency for Harshili on km 210+500 of NH-12 between Bareli to Goharganj section km 193+000 to km 255+300 in the state of Madhya Pradesh.	05-07-2023	05-07-2024	410.78
5.	NHAI	Engagement of user fee collection on the basis of electronic quotation (EQ) through for Ghaggar fee Plaza in the states of Haryana and Punjab	16-04-2022	22-07-2022	330.93
6.	NHAI	Engagement of user fee collection agency on the basis of competitive bidding (e-quotation basis) for Rolla fee plaza for the use of rehabilitation and upgradation of NH-544E From km 56.803 to km 99.179 of Madakasira - Sira section of two lane with paved shoulders on EPC mode in the state of Andhra Pradesh length of 42.376 km.	21-08-2024	09-12-2024	5.02
7.	NHAI	Delhi-Meerut Expressway from Sarai Kale Khan (Ring Road Delhi) to Meerut from km 0.000 to km 59.777 in the state of Delhi and Uttar Pradesh	05-08-2023	31-03-2024	1,740.78
8.	NHAI	Engagement of user fee collection agency for Usaka Chamari FP in the state of Uttar Pradesh	05-07-2023	05-07-2024	1,240.02
9.	NHAI	Engagement of user fee collection agency for Usaka Chamari FP in the state of Uttar Pradesh	05-07-2024	01-10-2024	303.71
10.	NHAI	Engagement of user fee collection agency through regular basis for Dhilwan Fee Plaza at km 410.140 Jalandhar -Amritsar section of NH-1 from km 407.100 to km 456.100 in the state of Punjab.	09-07-2023	18-07-2024	560.78
11.	NHAI	Engagement of user fee collection on the basis of electronic quotation (EQ) through e-tender at Kini Toll Plaza	25-06-2022	08-09-2022	284.40

12.	NHAI	Engagement of user fee collection agency on the basis of competitive bidding through e-tender for Mohatara Fee Plaza at km 426.967 for four lanning Rewa-Katni-Jabalpur section from design kilometre 399.657 to kilometre 467.916 (existing km 397.000 to km 465.500) of National Highway 7 (New NH-30) in the state of Madhya Pradesh under NHDP Phase -IV on EPC mode (Package-IV) and upkeep/maintenance of adjacent toilet blocks including recouping the consumable items.	25-03-2023	25-03-2024	777.78
13.	NHAI	Engagement of user fee collection agency on the basis of competitive bidding through e-tender for Pippalwada fee plaza at km 180.300 for the section from km 175.000 to km 230.000 (Maharashtra/Andhra Pradesh Border to Islam Nagar section) of NH-7 in the state of Telangana.	13-08-2022	13-08-2023	705.78
14.	NHAI	Engagement of user fee collection agency on the basis of e-quotation through e-tender for Daroda Fee Plaza at km of Borkhedi-Wadner section from km 36.600 to km 93.750 of the NH-7 in the State of Maharashtra	24-12-2021	09-03-2023	657.78
15.	NHAI	Engagement of user fee collection agency on the basis of competitive bidding through e-tender for Malera Fee Plaza at km 11.200 for the section from km 0.00 to km 104.724 (Pindwara-Udaipur Section) on NH—76 (New NH-27) in the state of Rajasthan.	16-10-2021	12-11-2022	357.70
16.	NHAI	Engagement of user fee collection agency on the basis of competitive bidding through e-tender for Titoli Fee Plan at km 15.500 (at Km. 15.570 existing chainage) & Rabawata Fee Plaza at km 78.500 (at Km. 77.872 existing changes) for Dausa- Lalsot-Kauthun section from km 0.000 to Km. 83.453 (design chainages) of NH-I IA of two/four lane section in the state of Rajasthan.	08-10-2021	17-01-2023	340.78
17.	NHAI	Engagement of user fee collection agency on the basis of electronic quotation through e-tender for Mudiyapara Fee Plaza at Km. 225.942 on rehabilitation and up gradation of NH No- 30 (Old NH-12A) from km. 191.422 to km. 242.300 (Madhya Pradesh border Chilpi to Kawardha section) to 2-lane with paved shoulder in the state of Chhattisgarh -handing over of Mudiyapara Toll Plaza at km 225.942.	14-07-2022	09-11-2022	20.43
18.	A State Road Development Corporation	Collection of user Fee through fee collecting agency on the basis of competitive bidding on e-tender basis at Vataman Toll Plaza on Bagodara Tarapur Vasad Road in the state of Gujarat.	23-08-2023	24-08-2024	827.78
19.	A State Road Development	Collection of user fee through fee collecting agency on the basis of competitive bidding	24-08-2024	22-09-2024	71.44

	Corporation	on e-tender basis at Vataman Toll Plaza on Bagodara Tarapur Vasad Road in the state of Gujarat.			
20.	A State Road Development Corporation	Collection of user fee through fee collecting agency on the basis of competitive bidding on e-tender basis at Vataman Toll Plaza on Bagodara Tarapur Vasad Road in the state of Gujarat.	22-09-2024	22-10-2024	71.44
21.	A State Road Development Corporation	Collection of user fee through fee collecting agency on the basis of competitive bidding on e-tender basis at Vataman Toll Plaza on Bagodara Tarapur Vasad Road in the state of Gujarat.	22-10-2024	21-11-2024	71.44
22.	A State Road Development Corporation	Collection of user fee through fee collecting agency on the basis of competitive bidding on e-tender basis at Vataman Toll Plaza on Bagodara Tarapur Vasad Road in the state of Gujarat.	21-11-2024	21-12-2024	71.44
23.	A State Road Development Corporation	Collection of user Fee through Fee Collecting Agency on the basis of Competitive Bidding on e-tender basis at Vataman Toll Plaza on Bagodara Tarapur Vasad Road in the State of Gujarat.	22-12-2024	05-01-2025	35.72
24.	An infrastructure-based company in Andhra Pradesh	User fee collection at the toll plaza belonging to an infrastructure based company in Andhra Pradesh situated cross river Godavari, starting at km 82/4 of Eluru-Gundugolanu-Kovvur side and NH -5 km 197/4 on Rajahmundry side, Andhra Pradesh	29-03-2022	29-09-2022	7.95
	Total				**10,826.51**

**The amount includes additions and adjustments in the contract value post bidding due to change in scope which is as agreed with the client.*

***Typically, the standard term for a tollway collection project is for a period of 12 months, however the same may be reduced or increased by NHAI, as per the requirement. The Mokha Fee Plaza at km 44.500 for 4/6 lanning of Gandhidham (Kandla) Mundra Port Section of NH-BA (Extn.) in the state of Gujarat under NHDP Phase-III was initially awarded to us for a period of one year and subsequently extended for another one year.*

List of our Company's ongoing tollway collection projects as on May 31, 2025 are as follows:

Sr. No.	Name of the Contractee	Name, Location and Nature of Work	Contract Start date	Completion date (estimated if any)	Billing Start Date	Contract value *	Amount Billed				Total outstanding Amount from contract value as at May 31, 2025 (₹ in millions)	Tenure of the contract (days)
							April 1, 2025 to May 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023		
1	NHAI	Taroda -Kasba fee Plaza at Km 280.400 for the section from Amravati-Chikhali section from km 270 to km 315 of NH no 6, Package III In the state of Maharashtra,	19-08-2024	19-08-2025	19-08-2024	1,207.06	212.57	712.34	-	-	252.62	365
2	NHAI	Sirohi Bahali fee plaza at km 23.00 use of for and more alone section of Paniyala Mor to Narnaul from design kilometer 0 to 31.240 km of national highway number 148B and Narnaul bypass from km 28 to 5.146 of NH-148B and Narnaul to Pacheri Kalan from design Km 0.00 to km 11.30 of national highway number 11 in the state of Haryana and Rajasthan	19-08-2024	19-08-2025	19-08-2024	832.78	153.73	539.04	-	-	175.86	365
	NHAI	Engagement of	19-08-2024	19-08-2025	19-08-2024	717.78	141.29	498.57	-	-	150.74	365

3		user fee collection agency through regular basis for Kiratpur Fee Plaza at KM 167.328 of Aligarh-Kanpur section of NH-91 from km 255.300 to km. 301.200 in the state of Madhya Pradesh										
4	NHAI	Engagement of user fee collection agency through regular basis for Vishankheda Fee Plaza at km 283.600 of Jabalpur Bhopal section of NH-12 form km. 255.300 to km 301.200 in the state of Madhya Pradesh	24-06-2024	24-06-2025	24-06-2024	387.78	110.11	387.95	-	-	16.08	365
	Total					**3,145.40**	**617.70**	**2,137.90**	**-**	**-**	**595.30**	

**The amount includes additions and adjustments in the contract value post bidding due to change in scope as agreed with the client.*
Note:- Total outstanding amount from contract value as on May 31, 2025 has been derived as the portion of contract value after reducing toll installment paid to NHAI.

As on the period ended May 31, 2025 and for the Fiscals 2025, 2024 and 2023 there are no discrepancies between the contract value at the time of competitive bidding and current contract value for the completed and ongoing tollway projects.

EPC Infra Business

Our EPC Infra business comprises of executing construction development projects of different types like roads, bridges, tanks, irrigation related construction and civil buildings, etc. In this segment, we cater to both private and public sectors. The public sector projects are awarded on tender based competitive bidding process. The project requires us to procure the necessary raw material like cement, sand, metal bars, construction chemicals and other materials and process them for use in constructing the required structure. We sometimes sub-contract the EPC Infra projects, for which we enter into agreement for labor and material.

EPC Infra Projects:

i. **Roads and Highways:** Design, engineering, procurement, construction and maintenance of roads, Bridges, etc. Our EPC Infra business is concentrated in Indore in Madhya Pradesh, India where we carry out projects and services for government departments and private parties.

ii. **Building and other Civil Construction:** Construction of civil infrastructure for residential buildings, commercial buildings, hospitality buildings etc. and civil works for other infrastructure projects.

EPC Infra projects are fixed-price contracts wherein the customer provides conceptual information about the project along with project parameters and material specifications based on tendered contract. Based on these designs, we draw up cost estimates and accordingly bid for the project. We prepare project specific execution plan including project planning, engineering designs, procure raw materials and equipment for the relevant project and undertake the actual construction of the project.

Engineering: Our engineering work normally includes work related to project layout, construction process, monitoring and control systems, equipment usage planning, civil works, designing cost control measures and scheduling.

Procurement: In this stage, we organise the raw material, inputs, manpower, equipment and place orders for the necessary ingredients of the project.

Construction: As the design and material are in place, we do the actual construction using the equipment, machines and manpower at the site with an endeavour to complete the work in time and as per the desired quality. Meanwhile, we also monitor the progress and quality of ongoing work to take corrective actions as and when necessary to keep the project on track and as per the terms of the contract.

List of our Company's the completed EPC Infra projects in the period ended May 31, 2025 and for Fiscal 2025, Fiscal 2024 and Fiscal 2023 are as follows:

Sr. No	Contractee's Name	Name, Location & Nature of Work	Contract Date	Actual Date of Completion	Gross Value of Award / Work Contract	Value of Work Completed (₹ in millions)*
1	Customer 1 (A local authority)	Construction of houses and development of infrastructure for identified slum localities in Indore, Madhya Pradesh under Pradhan Mantri Awas Yojana (PMAY) at Kanadia near Impetus I T Park	21-01-2019	07-03-2024	1,273.68	1,470.68
2	Customer 2 (a state development authority)	Construction of cement concrete road of RE-2, from MR-10 to MR-9, Indore, Madhya Pradesh	10-05-2022	09-05-2023	44.27	44.27
3	Customer 2 (a state development authority)	Construction of cement concrete road from Scheme No. 94 to Tulsi Nagar at Mahalaxmi Nagar, Indore, Madhya Pradesh	09-03-2022	05-03-2023	35.42	24.95
4	Customer 3 (a state development authority)	Infrastructural development works for establishment of new industrial park Ratlam (alcohol plant Lagoon Area), District – Ratlam, Madhya Pradesh including 05 years operation and maintenance	21-10-2021	25-04-2024	126.54	79.41
5	Customer 3 (a state development authority)	'Infrastructural Development works for establishment of New Industrial Park Jaora (Jaora Sugar Mill), Dist.- Ratlam Madhya Pradesh (including 05 years operation and maintenance)_	21-10-2021	25-03-2025	270.89	75.96
6	Customer 4 (A State Development Authority)	Construction of bridges under Pradhan Mantri Gram Sadak including maintenance for five years after construction Package No.MP17BR301 /INDORE	04-02-2021	25-06-2022	8.50	7.09
7	Customer 5 (A state development authority)	Design and construction of retrofitting of completed scheme under Jal Jeevan Mission at Village 1. Sarjapur 2. Bagwanya 3. Dongargaon 4. Palasiya Block Dharampuri	26-12-2020	02-12-2022	45.94	52.55
8	Customer 5 (A state development authority)	Design and Construction of Retrofitting of Completed Scheme Under Jal Jeevan Mission at Village 1. Badlipurakala 2. Aamla 3. Garh Adn Guwagi 4. Padlya 5. Salkanpur Block Tirla	18-02-2021	02-12-2022	40.58	41.56
9	Customer 6 (A state public works	Upgradation of Bengali Square to Bicholi Mardana (via Mayank Blue Water Park) road	03-03-2023	02-09-2024	87.64	89.13

	development authority)	total length 2.71 km (first call)				
10	Customer 7 (An insurance corporation)	Construction of investment building (stilt + 5 floors horizontal & vertical extension) at Scheme-54, Vijayanagar, Indore, Madhya Pradesh	06-04-2021	09-08-2023	158.32	146.84
11	Sacham Highway Real Estates Pvt. Ltd.	Construction of House at Californea City plot no P-121 to P-128 Kanadia Road, Indore, Madhya Pradesh	01-01-2023	15-03-2025	49.74	29.91
12	Anand Goyal	Maintenance work of Residential colony for Pakiza Greens on Land Survey No 351,352,353 & 355 at Khajrana, Indore, Madhya Pradesh	08-03-2024	16-03-2025	16.74	12.18
13	Shubham City Homes Pvt Limited	Development Work of Residential Colony for Shubham Valley Khasra No. 1411/1/1 & Other's at Village Rau, Tehsil Rau, District Indore, Madhya Pradesh	25-09-2024	16-03-2025	24.69	23.56
14	Shubham Developers	Development work of Residential Colony for Shubham Green West Situated at Khasra No. 60/1/1 & 60/1/2 Village Rangwasa, Tehsil Rau, District Indore, Madhya Pradesh	25-09-2024	16-03-2025	21.41	19.52
15	Mohra Infratech Private Limited	California Phase-I situated on land bearing Khasra no. 302/2/2/1/2, demarcated by its boundaries. Land at Khasra No. 302 to the North Land at The Khasra No. 302/2/2/2 to the South Land at The Khasra No. 303 to the East Land of Mr. Sunil Sharma land to the West of Village Hingonia Tehsil Kanadia, District Indore, Madhya Pradesh	15-01-2024	15-03-2025	22.50	33.64
	Total				**2,226.86**	**2,151.25**

**The amount includes additions and adjustments in the contract value post bidding due to change in scope which is as agreed with the client.*

Further, below are the details of those projects for which work is completed by the Company but completion certificate is pending:

(Amount in ₹ Million)

Sr. No.	Name of Contractee	Name, Location & Nature of work	Contract Date	Value of Work Completed
1.	Customer 1 (A local authority)	Performing Civil works at various cremation ghats in Indore, Madhya Pradesh	18-05-2021	7.41
2.	Customer 2 (A State Development Authority)	Construction of cement concrete road of RE-2, From Bicholi Hapsi to Kanadia Road, Indore, Madhya Pradesh	15-09-2021	69.02
3.	Customer 2 (A State Development Authority)	Construction of main carriageway of masterplan road of TPS-5 Indore, Madhya Pradesh	19-01-2023	180.46
4.	Customer 8 (A private developer)	Development work done at the joint land site project at Gram - Karnakhedi, Dewas, Madhya Pradesh	28-02-2020	19.28
Total				**276.16**

List of our Company's ongoing EPC Infra projects as on May 31, 2025 are as follows:

Sr. No.	Name of the Contractee	Name, Location and Nature of Work	Contract Start date	Completion date (estimated if any)	Billing Start Date	Contract value*	Amount Billed				Total outstanding amount from contract value as on May 31, 2025 (₹ in millions)**	Tenure of the contract in days
							April 1, 2025 to May 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023		
1.	Shubham Buildcon	Construction work of roads and paver work at residential colony - Shubham Greens Extension at Rangwasa, Indore, Madhya Pradesh	31-12-2018	31-03-2026	11-02-2019	75.00	-	-	-	2.15	23.95	2,647
2.	Sacham Highway Real Estates Pvt. Ltd.	Development of residential colony at village Hingonia, Indore, Madhya Pradesh	01-06-2020	31-03-2026	31-03-2021	222.50	-	-	-	-	50.07	2,129
3.	Sacham Highway Real Estates Pvt. Ltd.	Construction of boundary Wall and Retaining wall work of Residential colony Beverly Hills at Kh no 29/1,29/2,29/3,30,31/2/2 Indore, Madhya Pradesh	01-01-2022	31-03-2026	Billing not started	44.50	-	-	-	-	44.50	1,550
4.	Shubham Energy	Construction work of roads and paver work at residential colony - Shubham Pride	02-04-2022	31-03-2026	03-05-2022	75.00	-	24.91	22.22	25.95	1.91	1,459
5.	I.S.B.I Developers and Promoters Private Limited	Development of residential colony for Californea Citi extension on land survey no 291/1/3 Min, 291/2/1,291/2/2 at village Hingonia, Indore, Madhya Pradesh	20-02-2022	31-03-2026	29-03-2022	127.12	-	-	-	106.32	5.51	1,500
6.	Sacham Highway Real Estates Pvt. Ltd.	Construction of house at Beverly Hills at Khasra No 29/1,29/2,29/3,30 & 31/2/2 at Tillore Khurd Village,	01-11-2022	31-03-2026	30-07-2024#	636.05	20.13	93.64	-	-	522.28	1,246

		Indore, Madhya Pradesh										
7.	Highway Tandon & Tollways Private Limited	Construction of residential colony for Californea - NX on land survey No 301/1/2/1,301/1/2/2, 301/2, 301/3 ,302/1/1 & 302/1/2 at Hingonia Village, Indore, Madhya Pradesh	24-05-2024	31-12-2026	31-07-2024	108.05	21.02	46.97	-	-	40.06	951
8.	Goyal Greens Infrastructure	Maintenance work of residential colony for Goyal Greens, Indore, Madhya Pradesh	08-03-2024	08-03-2026	28-05-2024	82.31	-	25.18	-	-	57.13	730
9.	Sacham Highway Real Estates Pvt. Ltd.	Colony development work land situated at Gram Hingonia Tehsil and District Indore, Khasra No. 291/1/1/2 & other	01-03-2025	31-03-2026	Billing not started	280.00	-	-	-	-	280.00	395
10	Customer 1 (A state development corporation)	Construction of Master plan road, package no 3	05-02-2025	04-08-2027	Billing not started	806.23	-	-	-	-	806.23	910
11	Customer 2 (A state Development Authority)	Construction of master plan (60Mt Wide) road MR-11 from AB road Dewas Naka to Bypass Road, Indore, Madhya Pradesh	28-08-2024	27-02-2026	02-01-2025	388.22	35.36	44.14	-	-	308.72	548
12	Customer 2 (A state Development Authority)	Construction of main carriageway of master plan road of TPS-9	11-09-2023	11-09-2025	20-06-2024	472.81	-	147.27	-	-	325.54	731
13	Customer 2 (A state Development Authority)	Construction of Service Road of Master Plan MR-11 from AB road Dewas Naka to Bypass road, Indore	10-03-2025	09-06-2026	12-05-2025	150.15	19.23	-	-	-	130.92	456
14	Customer 2 (A state Development Authority)	Construction Of Cement Concrete Main Carriage Way and Median RCC Retaining Wall of Master Plan Road At TPS-04	10-03-2025	09-06-2026	28-03-2025	274.02	6.92	2.74	-	-	264.36	456

15	Customer 2 (A state Development Authority)	Construction of Multistoried cum residential building on CMR-4 at Scheme no. 136, Indore	30-05-2025	30-05-2028	Billing not started	826.57	-	-	-	-	826.57	1,096
16	Customer 3 (A state development authority)	Development of New Industrial Area Dhar (Tilgara) Madhya Pradesh	22-08-2022	25-09-2025	02-03-2023	422.45	-	112.12	153.56	17.16	139.62	1,130
17	Customer 3 (A state Development Authority)	Construction of new IT Park 4 including all allied services at Industrial area Electronic Complex, Pardeshipura, District Indore, Madhya Pradesh	18-09-2023	18-09-2025	01-11-2023	349.14	12.84	93.70	31.80	-	210.80	731
18	Customer 4 (A state Development Authority)	Construction of bridges under PMGSY Package No MP31BR312	29-09-2023	28-09-2025	08-07-2024	88.89	2.03	16.12	-	-	70.74	730
19	Customer 4 (A state Development Authority)	Construction of bridges Package No MP31BR311	04-10-2023	04-10-2025	31-01-2024	41.11	2.66	11.12	8.84	-	18.49	731
20	Customer 9 (A state Development Authority)	Construction of CM Rise School at Anand nagar, District Khandwa, Madhya Pradesh	09-02-2024	22-08-2025	28-05-2024	289.05	10.22	105.68	-	-	173.15	731
21	Customer 10 (A state development authority)	Improvement of water supply in Betma, Gautampura and Depalpur Package No. MPUSIP 2A	05-02-2018	30-08-2031	06-12-2018	327.72	9.55	50.15	51.19	38.02	43.92	4,954
22	Customer 11 (A community centre)	Hotel construction work, Halka Patwari no 25, Badiya Keema, Indore-452016 Madhya Pradesh	06-02-2025	31-03-2026	30-05-2025	180.00	22.92	-	-	-	157.08	418
23	Customer 12 (A private development corporation)	Construction work of infrastructure of Oscar Sanctuary	31-03-2025	31-03-2026	Billing not started	332.14	-	-	-	-	332.14	365

24	Customer 13 (A state Development Authority	Construction of house & development of infrastructure for affordable housing in Bhopal, Madhya Pradesh under PMAY at plot no 47 & 49	16-05-2025	16-05-2027	Billing not started	1,234.08	-	-	-	-	1,234.08	730
Total						**7,833.11**	**162.88**	**773.75**	**267.60**	**189.61**	**6,067.77**	

**The amount includes additions and adjustments in the contract value post bidding due to change in scope which is as agreed with the client.*

*** Total outstanding amount of the contract has been derived by deducting value of work done since beginning of the contract and built during the period ended as on May 31, 2025 and the restatement period.*

 # After contract execution, few approvals were revised by the local authority under an overall town master plan and consequently, meanwhile our project execution was deferred.

As on the period ended May 31, 2025 and for the Fiscals 2025, 2024 and 2023 there are no discrepancies between the contract value at the time of competitive bidding (including any subsequent modifications agreed with the client) and current contract value for the completed and ongoing EPC Infra projects.

Real Estate

Our real estate business comprises of development of residential, commercial and integrated projects. We have undertaken 2 projects under this segment – Karuna Sagar (residential building) at Kanadia Road, Indore, Madhya Pradesh, India and New York City at Morod, Indore, Madhya Pradesh, India. In Karuna Sagar project, we developed 822flats for residential purposes. In New York City project, we have built a gated colony comprising of apartments and residential colonies. We are currently developing projects called (i) 'Beverly Plaza' which is an integrated development situated in Tillore-Khurd part of Indore, Madhya Pradesh, India; (iv) Highway Greens which is for development of residential housing plots situated in Kanadia, Indore, Madhya Pradesh, India and (iii) New York City Phase-4 which is for development of residential building situated in Nihalpur Mundi, Indore, Madhya Pradesh, India. We are also considering to develop projects for other sectors like hospitality, commercial centres, etc. Further, as part of our business, we have acquired various parcels of land at various points of time which we intend to keep for business purpose including for future development.

Registered Office

HIL's registered office is situated at 57-FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore - 452016 Madhya Pradesh, India.

Project Cycle

The various steps involved in the life cycle of a project is described below:

Tollways

Identify Opportunities	
Research and Analysis	Monitor government announcements and tender portals for upcoming toll projects. Analyze the feasibility and profitability of potential projects.
Request for Proposal (RFP)	Obtain RFP documents from the National Highways Authority of India (NHAI) or relevant state authority.
Bid Preparation	
Prepare Bid Documents	Technical Proposal Include details about technical capabilities, experience, project plan, and technology to be used.
	Financial Proposal Provide detailed financial plan, cost estimates, and pricing.
	Compliance Ensure all legal and regulatory requirements are met.
Submit Bid	Submit the complete bid before the deadline specified in the RFP.
Bid Evaluation	
Technical Evaluation	Authorities assess the technical capabilities, past experience, and proposed technology.
Financial Evaluation	Authorities assess the financial viability, cost-effectiveness, and revenue projections.
Negotiation and Clarifications	Respond to any queries or requests for additional information from the evaluation committee
Award of Contract	
Announcement	The authority announces the winning bid.
Contract Signing	Enter into a formal agreement with the authority, detailing terms and conditions, responsibilities, and timelines
Financial Closure	
Arrange Financing	Secure necessary funds through loans, equity investments, or other financial instruments.
Financial Agreements	Finalize agreements with banks, financial institutions, or investors.

Implementation	
Site Handover	The authority hands over the toll booth locations to the company.
Construction/ Upgradation	Construct new toll booths or upgrade existing infrastructure.
Install Equipment	Install toll collection systems, Automatic Number Plate Recognition (ANPR) cameras, and other related technology.
Operations	
Staff Recruitment and Training	Hire personnel for toll collection, maintenance, and management.
	Provide comprehensive training on toll collection systems and customer service.
Commence Operations	Start toll collection as per the contract terms and schedule.
Maintenance and Monitoring	
Regular Maintenance	Perform regular maintenance of toll booths, equipment, and infrastructure.
Performance Monitoring	Continuously monitor operations to ensure efficiency and compliance with standards.
Reporting and Compliance	
Regular Reporting	Submit periodic reports to the authority on operations, revenue, and maintenance activities.
Audit and Inspections	Facilitate audits and inspections by the authority or third-party auditors to ensure compliance.
Revenue Collection and Distribution	
Toll Collection	Collect tolls from vehicles using the toll roads.
Revenue Distribution	Distribute revenue as per the agreement with the authority, covering operational costs, loan repayments, and profit sharing.
Contract Termination	
Contract Expiry/Renewal	Evaluate contract performance and decide on renewal or termination.
Handover/Exit	If the contract ends, hand over the toll booths back to the authority or the next operator, ensuring all obligations are met.

EPC Infra

Project Identification
Identify potential projects through market research, government announcements, or strategic planning.
Feasibility Study
Conduct feasibility studies to assess technical, financial, and environmental viability.
Prepare a detailed project report (DPR).
Funding and Approvals
Secure funding from banks, investors, or government grants.
Obtain necessary approvals and clearances from relevant authorities (environmental, land acquisition, etc.).
Tendering Process
Tender Notice
Pre-Qualification
Tender Opening
Tender Submission
Evaluation
Award of Contract
Project Planning
Develop a detailed project plan including timelines, resource allocation, and risk management strategies
Procurement and Resource Mobilization
Procure necessary materials, equipment, and labor
Mobilize resources to the project site
Construction and Execution
Execute the construction work as per the project plan.
Monitor progress and quality control.
Manage any on-site issues or changes in the project scope
Project Monitoring and Control

Regularly monitor project progress against milestones.
Implement corrective actions if there are deviations from the plan.
Project Completion
Complete construction work
Conduct final inspections and quality checks.
Obtain completion certificates and necessary approvals.
Handover and Maintenance
Handover the completed project to the client.
Provide maintenance and support as per the contract terms

Real Estate

Initiation	
Project Idea & Feasibility	Identify potential project ideas & Conduct a feasibility study to assess the viability.
Site Selection	Choose an appropriate location based on the feasibility study.
Initial Budget Planning	Estimate initial costs and funding requirements.
Planning	
Detailed Market Analysis	Analyze the market to understand demand, competition, and pricing.
Design & Architecture Planning	Develop architectural plans and designs.
Financial Planning	Secure funding and finalize the budget. Obtain loan approvals if necessary.
Regulatory Approvals	Take necessary and required permissions and approvals
Pre-Construction	
Land Acquisition	Purchase or lease the land required for the project
Final Design Approval	Get approval for final designs from relevant authorities.
Contractor Selection & Material Procurement Planning	Select contractors for construction and other services. Plan the procurement of materials needed for construction.
Construction	
Site Preparation	Prepare the site, including excavation and laying the foundation.
Building Construction	Carry out the structural work, including walls, roofs, and floors
MEP (Mechanical, Electrical, Plumbing) Installations.	Install necessary mechanical, electrical, and plumbing systems.
Quality control & Inspection	Regularly inspect construction work to ensure quality
Post Construction	
Finishing Works	Complete interior and exterior finishes, such as painting and flooring.
Interior Works	Install fixtures, fittings, and complete interior design.
Final Inspection & Quality Assurance	Conduct a final inspection to ensure all work meets standards
Completion & Handover	
Occupancy Permit	Obtain the necessary permits for occupancy.
Handover to Owners/Clients	Transfer ownership or hand over keys to clients.
Sales & Marketing	Market and sell any remaining units or properties.
Property Management Setup	Set up management for ongoing operations and maintenance.
Operation & Maintenance	
Regular Maintenance	Perform routine maintenance to keep the property in good condition.
Property Management	Manage day-to-day operations, including tenant relations and repairs
Project Closure	
Final Documentation	Complete and archive all project-related documents.
Post-Project Review	Review the project to identify successes and areas for improvement.
Financial Closure	Close out all financial accounts related to the project

Equipment and Machinery

One of the aspects of our growth has been our assets, equipment and machineries that we own. Owning the machines and equipment mostly required for our EPC Infra business allow us to have a control on our operations, cost management, availability and also improving the realisation from the assets by leasing the same out when not in use in our business. Our Company owns various equipment, such as:

(a) ***Concrete Mixer*: A concrete mixer (often mistakenly called a cement mixer) is a machine that homogeneously combines cement, aggregate such as sand or gravel, and water to form concrete. A typical concrete mixer uses a revolving drum to mix the components. For smaller volume works portable concrete mixers are often used so that the concrete can be made at the construction site, giving the workers ample time to use the concrete before it hardens.

(b) ***Paver Block Plant*: Monitor plants and factory production sites by getting access to live data. To keep quality standards high and to stop paver blocks from cracking, there must be proper check that the blocks are being produced as per their specifications.

(c) ***Paver Finisher Machine*: A paver (paver finisher, asphalt finisher, paving machine) is a construction equipment used to lay asphalt on roads, Bridges, parking lots and other such places. It lays the asphalt flat and provides minor compaction before it is compacted by a roller. The asphalt is added from a dump truck or a material transfer unit into the paver's hopper. The conveyor then carries the asphalt from the hopper to the auger. The auger places a stockpile of material in front of the screed. The screed takes the stockpile of material and spreads it over the width of the road and provides initial compaction.

(d) ***JCB Machine*: A backhoe loader is a heavy equipment vehicle that consists of a tractor like unit fitted with a loader-style shovel/bucket on the front and a backhoe on the back. Due to its (relative) versatility, backhoe loaders are very common in urban engineering (such as building a house, urban roads, etc.) as well as developing countries. This type of machine is similar to and derived from what is now known as a TLB (Tractor- Loader-Backhoe), which is to say, an agricultural tractor fitted with a front loader and rear backhoe attachment.

(e) ***Roller*: A road roller (sometimes called a roller-compactor, or just roller) is a compactor type engineering vehicle used to compact soil, gravel, concrete, or asphalt in the construction of roads and foundations. Similar rollers are used also at landfills or in agriculture. Road rollers use the weight of the vehicle to compress the surface being rolled (static) or use mechanical advantage (vibrating). Initial compaction of the substrate on a road project is done using a pad foot drumroller, which achieves higher compaction density due to the pads having less surface area. On large freeways a four-wheel compactor with pad foot drum and a blade, such as a Caterpillar 815/825 series machine, would be used due to its high weight, speed and the powerful pushing force to spread bulk material.

(f) ***Rock Breaker*: A rock breaker is a machine designed to manipulate large rocks, including reducing large rocks into smaller rocks. They are typically used in the mining industry to remove oversize rocks that are too large or too hard to be reduced in size by a crusher. Rock breakers consist of two major components, a hydraulic hammer (used to break rocks) and a boom (the arm). There are two major types of rock breakers, mobile and stationary - typically placed on a pedestal or slew frame.

(g) ***Hydra Crane*: A crane is a type of a machine generally quipped with a hoist rope, wire rope, or chains and sheaves that can be used both to lift and lower materials and to move them horizontally. It is mainly used for lifting heavy things and transporting them to other places.

Apart from the above equipment, our Company also owns and holds other equipment such as Wheel Loader, Bitumen Spray Boiler, Concrete Pump, Transit Mixer, Stone Crusher Machine, Motor Grader, Pocklane – Excavators, Hydraulic Excavator.

Employees

As on May 31, 2025, we have 364 employees. The following table provides the breakup of our employees:

Department	**Employee**
Tollway collection	288
EPC Infra and Real Estate	76
Grand Total	**364**

We recruit employees through advertisements, recruitment agencies/portals, and also through employee referrals. We also hire labour on contract basis based on the need and location of our projects.

Considering the nature of our business, there is a possibility that the churning rate on a year-on-year basis is considerably high in comparison to other industries. We typically execute our tollway collection, EPC Infra and real estate projects on a fixed term basis spread across varied geographies. As such, the requirement is to hire the local personnel of that relevant geographical area for the purpose of executing the project, up till the tenure of the project. As such, the same is not typically an attrition of employees, but churning of the employees as per the requirement of the business and the industry.

Intellectual Property

HIL uses the device trademark which is registered under class 37 in the name of Arun Kumar Jain, (single firm), bearing the registration number 2588390 and having its validity till August 30, 2033. The same has been assigned to HIL vide an assignment agreement dated August 26, 2024, as a perpetually royalty free assignment under which all rights, title, interest and all other related intellectual property rights have been irrevocably assigned and transferred to the Company for a one-time consideration of Indian Rupees Nineteen Thousand Only and without any obligation on the Company to pay any future royalty towards it.

We have also made trademark applications under various classes and a search and certificate under the Trademarks Act, 1999 to apply for Copyright that are pending approval as on date of this RHP. For details regarding the intellectual property rights of our Company, please refer to chapter titled "*Government Approvals and Other Statutory Approvals – Approvals obtained in relation to Intellectual property rights*" on page 446. Further, in connection with our intellectual property, see "*Risk Factors – We may fail to protect our intellectual property rights and may be exposed to misappropriation and infringement claims by third parties, either of which may have a material adverse effect on our business and reputation.*" on page 56.

Insurance

HIL maintains a number of insurance policies to cover different risks related to its project, employees and its Key Managerial Personnel in accordance with the terms of our agreements and prevailing best industry practices. The details of the same are provided herein below:

General Insurance of Highway Infrastructure Limited

S. No.	Name of the Insurance Company	Party Insured	Risk Covered	Period of Insurance	Sum Insured (Amount in millions)
1.	Reliance General Insurance Co. Ltd.	Highway Infrastructure Limited	Storage of non-hazardous goods (Materials stored in Godowns and Silos) - ON, Finished Stock and all kinds of construction material	24/02/2025 to 23/02/2026	230.00
2.	Max Life Insurance Company Limited	Arun Kumar Jain	Fast Track Super (Unit Linked Non-Participating Individual Life Insurance Plan)	06/02/2020 to 06/02/2030	1.50
3.	Max Life Insurance Company Limited	Arun Kumar Jain	Max Life Assured Wealth plan - Non-linked Non-participating Individual Life insurance savings plan	31/01/2020 to 31/01/2030	10.50
4.	Max Life Insurance Company Limited	Anoop Agrawal	Max Life Assured Wealth plan - Non-linked Non-participating Individual Life insurance savings plan	31/01/2020 to 31/01/2035	3.50
5.	Max Life Insurance Company Limited	Anoop Agrawal	Platinum wealth plan	06/02/2020 to 06/02/2035	2.50
6.	Reliance General Insurance Co. Ltd.	Highway Infrastructure Limited	Burglary and House Breaking Insurance Policy	24/02/2025 to 23/02/2026	230.00

7.	ICICI Lombard General Insurance Co. Ltd.	Highway Infrastructure Limited	Contractor all risk insurance policy	23/02/2024 to 22/08/2025	289.04
8.	ICICI Lombard General Insurance Co. Ltd.	Highway Infrastructure Limited	Workmen's Compensation Insurance	20/04/2025 to 19/04/2026	6.60

Vehicle Insurance

Over and above the business-related insurances availed by the Company as mentioned hereinabove, our Company has also obtained various third-party/ comprehensive insurance policies with respect to various two-wheeler/ four-wheeler vehicles and the machinery and equipment owned by the Company.

Health, Safety and Environment

We are committed to adopting generally accepted good practices and ensure compliance with applicable health, safety and environmental legislation and other requirements in our operations, including but not limited to all safety equipment, protection gears and etc., as may be required for our operations.

Competition

We face competition from various players in our sector and our business is largely based on tender bidding process. Our competition depends on various factors, such as costing, type of bidding, type of project, contract value, experience, relationship with government and risk-taking ability. We are geared to compete with our peers based on our strengths such as multiple business verticals, experience in the business and domain knowledge.

Corporate Social Responsibility

CSR activity: HIL has adopted a Corporate Social Responsibility ("**CSR**") policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. The CSR Vision of HIL is to build relationships of trust with local communities, society and stakeholders as good corporate citizens and to contribute to developing a sustainable society for future generations through its service, conduct and social initiatives.

Following are the objectives of HIL's CSR initiatives:

- Ensure an increased commitment at all levels in the organization, to operate its business in an economically, socially & environmentally sustainable manner, while recognizing the interests of all its stakeholders.
- To directly or indirectly take up programmes that benefit the communities in & around its work centres and results, over a period of time, in enhancing the quality of life & economic well-being of the local populace.
- To develop an integrated and sustainable social responsibility programme for the community.
- To play a major role in transforming society through education, health and environment awareness.

As part of the CSR initiative policy, HIL has undertaken the following activities:

(a) Contribution in purchasing oxygen cylinder.
(b) Regular tree plantation drives around project areas and invests in replanting uprooted trees.
(c) Distribution of food grains and food packets under pandemic situation.

Property

HIL has certain freehold as well as leasehold properties. The owned land parcels are either to be used as investment or can be used for future development, as per management decision and available business opportunities. The details of the properties are provided below:

S. No	Property	Leased/ Owned
Registered Office		
1.	Registered Office - 57-FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore - 452016 Madhya Pradesh, India (This property is on lease from our Promoter Anoop Agrawal, for a tenure of 10 years	Leased

	from April 01, 2018 at a monthly rent of ₹ 53,573.00)	
Other Properties - for business and investment purposes		
2.	Plot No. 207, Alok Nagar, Gram Khajrana, Indore, Madhya Pradesh, India admeasuring area 1200 square feet	Owned
3.	Land Bearing Survey No.201/1/5 Area-0.175 Hector & 200/1/2/1 Area-0.679 Hector Gram Kanadiya Patwari halka No. 23, Village & District- - Indore, Madhya Pradesh, India	Owned
4.	Land bearing Survey No.86/2 & 87/1 Area- 0.558 Hector Gram - Hukmakhedi Patwari halka No. 24 (old No. 10), Village & District-Indore, Madhya Pradesh, India	Owned
5.	Land bearing Survey No.1429/1/3/42/1 Area-0.084 Hector Gram - Khajrana Patwari halka No. 30 Village & District-Indore, Madhya Pradesh, India	Owned
6.	Land bearing Survey No. 1429/1/3/25 Area- 0.084 Hector Gram Khajrana Patwari halka No. 30 Village & District-Indore Madhya Pradesh, India	Owned
7.	Land bearing Survey No.176/1 Area-1.102 Hector, Survey No.177/3 Area-0.777 Hector, Survey No.178/1 Area-0.583 Hector, Survey No.179/4/2 Area- 0.227 Hector Total area 2.689 Hector Gram - Kanadiya Patwari halka No. 23 Tehsil & District-Indore Madhya Pradesh, India	Owned

KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector-specific statutes, bills, regulations, notifications, memorandums, circulars and policies which are applicable to our Company, our Subsidiary and their business and operations in India. The information detailed in this chapter has been obtained from various statutes, legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The description of laws and regulations as set out below is not exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

For details of government approvals obtained by our Company and our Subsidiary in compliance with these regulations, see "Government and Other Approvals" on page 441.

A. INDUSTRY SPECIFIC REGULATIONS

1. National Highways Act, 1956

The GoI is responsible for the development and maintenance of "National Highways" under the National Highways Act ("NH Act") and may delegate any function relating to development or maintenance of National Highways' to the relevant state government in whose jurisdiction the National Highway falls, or to any officer or authority subordinate to the central or the concerned state government. The GoI may also enter into an agreement with any person in relation to the development and maintenance of the whole or any part of a National Highway. Such person would have the right to collect and retain fees at such rates as may be notified by the GoI and will also have the power to regulate and control the traffic for proper management of the highway in accordance with the provisions of the Motor Vehicles Act, 1988. Under NH Act, the GoI is vested with the power to declare a highway as a national highway and also to acquire land for this purpose. The GoI may, by notification, declare its intention to acquire any land when it is satisfied that for a public purpose such land is required to be acquired for the building, maintenance, management or operation of a national highway or part thereof. The NH Act prescribes the procedure for such land acquisition which among other things includes entering and inspecting such land, hearing of objections, declaration of acquisition and the mode of taking possession. The NH Act also provides for payment of compensation to owners and any other person whose rightof enjoyment in that land has been affected.

2. National Highways Rules, 1957

In exercise of the powers conferred under NH Act, the Central Government may, in any case or class of cases, require the executive agency to forward a detailed estimate or estimates for the maintenance of any national highway in such form as that Government may require.

3. National Highways (Temporary Bridges) Rules, 1964

In exercise of the powers conferred under Section 9 of the NH Act, 1956, the central government hereby makes the National Highways (Temporary Bridges) Rules, 1964 **("Rules")** for setting the rates at which fees for services rendered in relation to the use of temporary bridges on any national highway may be levied specifying the same in the Schedule to these Rules.

4. National Highways (Fees for the Use of National Highways Section and Permanent Bridge Public Funded Project) Rules, 1997

In exercise of the powers conferred by section 9 read with section 8A of the NH Act, 1956, the Central Government hereby makes the following rules for collection of fees by any person for the use of section of any national highways/ permanent bridges/temporary bridges on national highways.

5. National Highways Authority of India Act, 1988

The National Highways Authority of India Act, 1988 ("**NHAI Act**") provides for the constitution of an authority for the development, maintenance and management of National Highways. Pursuant to the same, the National Highways Authority of India ("NHAI"), was constituted as an autonomous body in 1989 and operationalised in 1995. Under the NHAI Act, the Central Government carries out development and maintenance of the national highways system, through NHAI. The NHAI has the power to enter into and perform any contract necessary for the discharge of its functions under the NHAI Act. The NHAI Act prescribes a limit in relation to the value of the contracts that may be entered into by NHAI. However, the NHAI may enter into contracts exceeding the value so specified, on obtaining prior approval of the Central Government. NHAI Act provides that the contracts for acquisition, sale or lease of immovable property on behalf of the NHAI cannot exceed a term of 30 years unless previously approved by the Central Government.

6. Control of National Highways (Land and Traffic) Act, 2002

The Control of National Highways (Land and Traffic) Act, 2002 (the "**Control of NH Act**") provides for control of land within national highways, right of way and traffic moving on national highways and also for removal of unauthorised occupation thereon. In accordance with the provisions of the Control of NH Act, the Central Government has established Highway Administrations. Under the Control of NH Act, all land that forms part of a highway which vests in the Central Government, or that which does not already vest in the Central Government but has been acquired for the purpose of highways shall be deemed to be the property of the Central Government. The Control of NH Act prohibits any person from occupying any highway land or discharging any material through on such land without the permission of the Highway Administration. The Control of NH Act permits the grant of lease and license for use of highway land for temporary use

7. Central Road Fund Act, 2000

The Central Road Fund **("CRF")** is a non-lapsable fund created under Central Road Fund Act, 2000. It is procured out of the out of cess/tax imposed by the Union Government on the consumption of Petrol and Diesel. CRF should be used to develop and maintain National Highways, State roads (that have economic importance with inter-state connectivity), rural roads, railway under/over bridges etc, and national waterways (waterways from 2017 onwards only).

8. Central Road Fund (State Roads) Rules, 2007

The Central Government in exercise of section 12 of the Central Road Fund Act, 2000 makes the Central Road Fund (State Roads) Rules, 2007 for the disbursement of the Central Road Fund in respect of the specified projects, schemes and activities relating to the development and maintenance of State Roads including the roads of inter-state connectivity and economic importance.

9. National Highways Fee (Determination of Rates and Collection) Rules, 2008

The National Highways Fee (Determination of Rates and Collection) Rules, 2008 (the "**NH Fee Rules**") regulate the collection of fee for the use of a national highway. Pursuant to the NH Fee Rules, GoI may, by a notification, levy fee for use of any section of a national highway, permanent bridge, bypass or tunnel forming part of a national highway, as the case may be. However, the GoI may, by notification, exempt any section of a national highway, permanent bridge, bypass or tunnel constructed through a public funded project from levy of fees. The NH Fee Rules do not apply to the concession agreements executed or bids invited prior to the publication of such rules i.e., December 5, 2008. The collection of fee in case of a public funded project shall commence within 45 days from the date of completion of the project. In case of a private investment project, the collection of such fee shall be made in accordance with the terms of the agreement entered into by the concessionaire. The NH Fee Rules further provide for the base rate of fees applicable for the use of a section of the national highway, permanent bridge, bypass or tunnel, as the case may be, for different categories of vehicles.

10. Indian Tolls Act, 1851

Pursuant to the Indian Toll Act, 1851 (the "**Tolls Act**"), the State Governments have been vested with the power to levy tolls at such rates as they deem fit, to be levied upon any road or bridge, made or repaired at the expense of the GoI or any State Government. The tolls levied under the Tolls Act, are deemed to be public revenue. The collection of tolls can be placed under any person as the state governments deem fit under the Tolls Act, and they are enjoined with the same responsibilities as if they were employed in the collection of landrevenue. Further, all police officers are bound to assist the toll collectors in the implementation of the Tolls Act. The Tolls Act further gives power for recovery of toll and exempts certain category of people from payment of toll.

11. Provisions under the Constitution of India and other legislations on collection of toll

Entry 59, List II of Schedule VII read with Article 246 of the Constitution of India vests the State Government with the power to levy tolls. Pursuant to the Indian Tolls Act, 1851, the State Governments have been vested with the power to levy tolls at such rates as they deem fit.

12. Forest Conservation Act, 1980

The Forest Conservation Act, 1980 is an act to provide for the conservation of forests and for matters connected therewith or ancillary or incidental thereto was enacted to help conserve the country's forests. It strictly restricts and regulates de-reservation of forests or use of forest land for non-forest purposes without the prior approval of Central Government. This Act lays down the pre-requisite for the diversion for forest land for non-forest purposes.

13. Wildlife Protection Act, 1972

The Wildlife Protection Act, 1972 is an Act of the Parliament of India enacted for protection of plants and animal species. Before 1972, India only had five designated national parks. Among other reforms, the Act established schedules of protected plant and animal species; hunting or harvesting these species was largely outlawed. The Act provides for the protection of wild animals, birds and plants and for matters connected therewith or ancillary or incidental thereto. It extends to the whole of India, except the State of Jammu and Kashmir which has its own wildlife act. It has six schedules which give varying degrees of protection.

14. Gazette Notification G.S.R.751 (E)(Ministry of Civil Aviation)

As per Rules indicated under Civil Aviation Gazette Notification G.S.R.751 (E), Airports Authority of India **("AAI")** shall issue the Colour Coded Zoning Maps (CCZM) based on the latitude & longitude of the area in respect of civil aerodromes which shall indicate through different colour coded grids, the permissible heights in the areas around the airport, falling within the radius not exceeding twenty kilometers from the Aerodrome Reference Point. AAI has prepared/developed the Colour Coded Zoning Maps (CCZM) for the major airports in India. The CCZM depicts the Permissible Top Elevation (PTE) for a grid in a particular-colored zone. The cities for which CCZMs have been prepared can be viewed in the NOCAS website under the tab CCZM. The purpose of CCZM is to empower local bodies to clear the building proposals requesting top elevation below CCZM elevation, without referring to AAI. The maximum Elevation that can be approved through CCZM is up to 150 m, and where the requested top elevation is above 150 m, an applicant must apply online on NOCAS.

15. Public Liability Insurance Act ,1991

The Public Liability Insurance Act, 1991, is an act to provide for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. The main objective of the Public Liability Insurance Act, 1991is to provide for damages to victims of an accident which occurs as a result of handling any hazardous substance. The Act applies to all owners associated with the production or handling of any hazardous chemicals.

16. EIA Notification, 2006 (Ministry of Environment and Forests)

Whereas by notification of the Government of India in the Ministry of Environment and Forests vide number S.O. 1533(E), dated the 14th September, 2006 (Environment Impact Assessment Notification, 2006) issued under sub-section (1) and clause (v) of sub-section (2) of Section (3) of the Environment (Protection) Act, 1986 read with clause (d) of sub-rule (3) of rule (5) of the Environment (Protection) Rules, 1986, the Central Government directed that on or from the dates of publication, the required construction of new project or activities or the expansion of modernization of existing projects or activities listed in the Schedule to the said notification entailing the capacity addition with change in process and or technology shall be undertaken in any part of India only after prior environment clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central Government under sub-section (3) of Section (3) of the said Act, in accordance with the procedures specified thereinunder. It imposes certain restrictions and prohibitions on new projects or activities, or on the expansion or modernization of existing projects or activities based on their potential environmental impacts as indicated in the Schedule to the notification, being undertaken in any part of India .This notification emphasizes the need for taking prior environmental clearance in case of new projects or activities or expansion of already existing activities in accordance with the objectives of National Environment Policy that has approved by the Union Cabinet on 18th May, 2006 and the procedure specified in the notification, by the Central Government or the State or Union territory Level.

17. National Building Code of India, 2016

The National Building Code of India, 2016 (“**NBC**”), a comprehensive building code, is a national instrument providing guidelines for regulating the building construction activities across the country. It serves as a model code for adoption by all agencies involved in building construction works be they Public Works Departments, other government construction departments, local bodies or private construction agencies. The NBC mainly contains administrative regulations, development control rules and general building requirements, fire safety requirements, stipulations regarding materials, structural design and construction (including safety, building and plumbing services); approach to sustainability; and asset & facility management.

18. Real Estate (Regulation and Development) Act, 2016

The Real Estate (Regulation and Development) Act, 2016 ("**RERA**"), aims to enhance transparency and accountability in India's real estate sector. It requires developers to register projects with RERA before advertising or selling. Key provisions include mandatory disclosure of project details, maintenance of an escrow account for funds, and adherence to promised delivery dates and construction quality. RERA also establishes a regulatory authority and an appellate tribunal to address disputes and enforce compliance. It empowers the consumers with rights and remedies, including compensation for delays or defects. RERA seeks to foster trust and protect the interests of consumers in the real estate market.

19. Building and other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996

Building and Construction Workers Act (Regulation of Employment and Conditions of Service) Act, 1996 is an act to regulate the employment and conditions of service of building and other construction workers and to provide for their safety, health and welfare measures and for other matters connected therewith or incidental thereto.

B. LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

1. Madhya Pradesh Shops and Establishments Act,1958 ("Shops Act")

The Shops Act regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

2. Madhya Pradesh Vriti Kar Adhiniyam, 1995 (Madhya Pradesh Professional Tax Act, 1995)

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains invocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtainthe registration from the assessing authority in the prescribed manner.

3. Madhya Pradesh Bhumi Vikas Rules, 1984

The Madhya Pradesh Bhumi Vikas Rules, 1984, were established to regulate land development activities across the state of Madhya Pradesh. These rules provide comprehensive guidelines for the planned and systematic development of land, ensuring sustainable and organized urban and rural growth. The rules address various aspects of land development, including land use zoning, building regulations, infrastructure development, and environmental considerations. Key provisions include the classification of land for residential, commercial, industrial, and agricultural purposes, with specific regulations for each category to maintain a balance between development and environmental sustainability. The rules also set standards for building construction, ensuring safety, structural integrity, and adherence to architectural norms. Infrastructure development, such as roads, drainage, water supply, and sewage systems, is also governed by these rules to facilitate orderly urban expansion.

4. Madhya Pradesh Nagar Tatha Gram Nivesh Adhiniyam, 1973 (also known as 'The Madhya Pradesh Town and Country Planning Act, 1973')

An Act to make provision for planning and development and use of land; to make better provision for the preparation of development plans and zoning plans with a view to ensuring town planning schemes are made in a proper manner and their execution is made effective, to constitute Town and Country Planning Authority for Proper implementation of town and country development plan, to provide for the development and administration of special areas through Special Area Development Authority and to make provision for the compulsory acquisition of land required for the purpose of the development plans and for purposes connected with the matters aforesaid. Key components of the Act include the creation of development plans for various areas, which stipulates land usage for residential, commercial, industrial, and agricultural uses. It requires the formation of planning agencies at the state and municipal levels to monitor the execution of these plans.

5. Madhya Pradesh Land Revenue Code, 1959

An Act to consolidate and amend the law relating to land revenue, the powers of Revenue Off icers, rights and liabilities of holders of land from the State Government, agricultural tenures and other matters relating to land and the liabilities incidental thereto in Madhya Pradesh.

6. Madhya Pradesh (Panchayat Raj Avam Gram Swaraj) Adhiniyam, 1993

An act to consolidate and amend the law relating to establishment of Panchayats with a view to ensure effective involvement of the Panchayati Raj Institutions in the local administration and development activities.

7. Madhya Pradesh Gram Panchayat (Registration of Coloniser Terms and Conditions) Rules, 1999

The Madhya Pradesh Gram Panchayat (Registration of Coloniser Terms and Conditions) Rules, 1999, establishes the framework for the registration and regulation of colonisers within gram panchayat areas. It defines key terms, sets out the requirements for registration, including necessary documentation and fees, and outlines the criteria for disqualification. The rules also detail the process for maintaining a register of colonisers, the conditions for the cancellation of registration certificates, and the obligations of colonisers in terms of internal and external development works within colonies. Additionally, the rules specify the need for various permissions and no-objection certificates from relevant authorities for the development of colonies.

8. Indian Stamp Act, (Madhya Pradesh) Amendment Act ,1958

The purpose of Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in First Schedule and Schedule I-A of the Stamp Act.

C. ENVIRONMENTAL LAWS

1. National Environmental Policy, 2006

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

2. Environment (Protection) Act, 1986 as amended ("EPA") and Environment Protection Rules, 1986

EPA provides for the prevention, control and abatement of pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents ofthe relevant state pollution control boards for emissions and discharge of effluents into the environment. In exercise of powers conferred by EPA the Central Government hereby makes the rules namely Environment Protection Rules, 1986 for the purposes of protecting and improving the quality of the environment andpreventing and abating environmental pollution, the standards for emission or discharge of environmental pollutants from the industries, operations or processes.

3. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 as amended ("Hazardous Wastes Rules")

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastesin an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state pollution control board for collecting, recycling, reprocessing, disposing, storing and treating the hazardouswaste. The Environmental Impact Assessment Notification dated September 14, 2006 read with notifications dated October 11, 2007, December 1, 2009, April 4, 2011 and January 25, 2012, issued under the Environment Protection Act and the Environment (Protection) Rules, 1986, requires prior environmental clearance of the Ministry.

4. Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")

Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non- compliance with the Noise Regulation Rules shall be under the Provisions of the Environment (Protection) Act, 1986.

5. Water (Prevention and Control of Pollution) Act, 1974

The Water Act was enacted in 1974 in order to provide for the prevention and control of water pollution by factories and manufacturing industries and for maintaining or restoring the wholesomeness of water. In respectto an Industrial Undertaking, it applies to the (i) Occupier (the owner and management of the undertaking) (ii) Outlet (iii) Pollution and (iv)Trade effluents. The Act requires that approvals be obtained from the corresponding Pollution Control Boards in the state.

6. Water (Prevention and Control of Pollution) Cess Act, 1977

The Water (Prevention and Control of Pollution) Cess Act, 1977 provides for the levy and collection of a cesson water consumed by persons carrying on certain industries and by local authorities, with a view to augmentthe resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

7. Air (Prevention and Control of Pollution) Act, 1981, as amended (the "Air Act")

With a view to ensuring that the standards for emission of air pollutants are complied with, the State Government shall, in consultation with the State Board, give such instructions as may be deemed necessary to the concerned authority and such authority shall, notwithstanding anything contained in that Act or the rules made thereunder be bound to comply with such instructions.

8. Explosives Rules, 2008

With an overall objective of ensuring safety and security of public and property from fire and explosion, the Petroleum and Explosives Safety Organisation as a statutory authority is entrusted with the administration of Explosives Act, 1884 and the subsequent rules namely Explosives Rules, 2008 ("Rules"). The major work under the Rules relates to grant of approval, licences for manufacture of explosives, authorization of explosives, storage of explosives, import/export of explosives, transport of explosives by road and packaging for explosives etc., prescribing safe procedures and methods for manufacture of various types of explosives including the tools, equipment and machineries. The Organisation also carries out investigation of accidents involving explosives and destruction of unserviceable/seized explosives in the interest of public safety and security. The Organisation carries out inspection and audit of the new premises for verification/endorsement at the time of grant of licences/approvals and also periodic inspections of the licensed/approved premises.

9. Guidelines for in-use Generator sets (Noise and Emissions)

Central Pollution Control Board ("**CPCB**") has prescribed guidelines for emission and noise pollution of gensets up to 1000 KVA. The said guidelines are effective from January 15, 2008 for system procedure for compliance with noise limits.

10. Green Highways (Plantation, Transplantation, Beautification & Maintenance) Policy, 2015

Union Government has launched Green Highways (Plantation, Transplantation, Beautification & Maintenance) Policy, 2015 **("Policy**") to promote greening of National Highway corridors across the country. Key features of the Policy are promoting greening and development eco-friendly National Highway corridors across the country with participation of farmers, private sector and government institutions including Forest Department. The Policywill address the issues that lie in the road of development and pave the way towards sustainable development. The main objective of the Policy is to reduce the impact of air pollution and dust by planting trees and shrubs along the National

Highways. They will act as natural sink for air pollutants and arrest soil erosion at the embankment slopes.

D. TAX RELATED LEGISLATIONS

1. Income-Tax Act, 1961

The Income Tax Act, 1961 ("**IT Act**") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to havebeen received, accrued or arising in India. Every Company assessable to income tax under the IT Act is requiredto comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by October 31 of each assessment year.

2. Central Goods and Services Tax Act, 2017 (the "GST Act")

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combine the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST will be levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India will adopt a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state will be levied with Central GST ("**CGST**") by the Central Government and State GST ("**SGST**") by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST ("**IGST**") is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

E. IMPORTANT GENERAL LAWS

1. Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions ofthe Companies Act, 2013. Further, the Ministry of Corporate Affairs has notified Companies Amendment Act, 2017 amending various sections of the Companies Act, 2013 which came into force on February 9, 2018.

2. Motor Vehicles Act, 1988 ("MV Act")

The MV Act was enacted to ensure road safety and accordingly lays down norms for safety including speed limits and traffic regulations and empowers the state or the central government or any authority, constituted under the MV Act to make rules in accordance with the MV Act and to restrict the use of vehicles in the interest of public safety or convenience. The MV Act requires every vehicle to be registered and insured and for every person driving a motor vehicle to obtain a license from the appropriate licensing authority.

3. Central Motor Vehicle Rules, 1989 (the "CMV Rules")

The CMV Rules prescribe the procedure for grant of registration to motor vehicles and the requirements pertaining to registration numbers for vehicles. Driving when disqualified, driving dangerously or driving under the influence of drinks or drugs, altering a license and commission of any other offence punishable with imprisonment using a motor vehicle is deemed to be an offence under the MV Act.

4. Carriage by Road Act, 2007 read with Carriage by Road Rules, 2011

The Carriage by Road Act, 2007 and the Carriage by Road Rules, 2011 have been enacted for the regulation of common carriers, limiting their liability and declaration of value of goods delivered to them to determine their liability for loss of, or damage to, such goods occasioned by the negligence or criminal acts of themselves, their servants or agents and for matters connected therewith. No person can engage in the business of a common carrier, unless he has a certificate of registration under the Motor Vehicle Act,1988.

5. Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

6. Negotiable Instruments Act, 1881("NI Act")

The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid.

7. Foreign Investment Regulations

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("**FEMA Rules**") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("**FDI Policy**"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e., direct foreign investment and indirect foreign investment) in an Indian company.

8. Municipality Laws

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

9. Consumer Protection Act, 1986 ("COPRA")

COPRA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used or being offered for sale to the public.

10. Indian Contract Act, 1872

The Indian Contract Act, 1872 ("**Contract Act**") codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may beentered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of partiesand terms of agreement.

11. Arbitration and Conciliation Act, 1996, as amended (the "Arbitration Act")

The Arbitration Act was enacted to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Arbitration Act *inter-alia* is to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensurethat the arbitral tribunal remains within the limits of its jurisdiction, to minimize the supervisory role of courts inthe arbitral process, to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes etc.

12. The Information Technology Act, 2000 (the "IT Act")

The IT Act creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and committing fraudulent acts through computers. In April 2011, the Department of Information Technology under the then Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the "**IT Personal Data Protection Rules**") under Section 43A of the IT Act and notified the Information Technology (Intermediaries Guidelines) Rules, 2011 and Information Technology (Reasonable security practice and procedure and sensitive personal data or information) Rules, 2011 (the "**IT Intermediaries Rules**") under Section 79(2) of the IT Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data. The IT Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it.

13. The Digital Personal Data Protection Act, 2023

An Act to provide for the processing of digital personal data in a manner that recognises both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes and for matters connected therewith or incidental thereto.

F. INTELLECTUAL PROPERTY RELATED LAWS

1. The Trade Marks Act, 1999 (the "Trade Marks Act")

The Trade Marks Act provides for the application, registration and protection of trademarks in India. The Trade Marks Act provides exclusive rights to the use of trademarks such as brands, labels and headings that have been registered and to provide relief in case of infringement of such marks. The Trade Marks Act prohibits any registration of deceptively similar trademarks. The Trade Marks Act also provides for penalties for infringement and for falsifying and falsely applying trademarks and using them to cause confusion among the public.

Our Company has obtained and applied for trademark registrations for the various brands and logos used in our business which are subject to the provisions of the Trade Marks Act, 1999.

2. The Copyright Act, 1957 (the "Copyright Act")

The Copyright Act provides for registration of copyrights, assignment and licensing of copyrights, and protection of copyrights, including remedies for infringement. The Copyright Act protects original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. In the event of infringement of a copyright, the owner of the copyright is entitled to both civil remedies, including damages, accounts and injunction and delivery of infringing copies to the copyright owner, and criminal remedies, including imprisonment and imposition of fines and seizure of infringing copies. Copyright registration is not mandatory under the Copyright Act for acquiring or enforcing a copyright, however, such registration creates a presumption favouring ownership of the copyright by the registered owner.

G. PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

H. LAWS RELATING TO EMPLOYMENT AND LABOUR

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Employees Provident Fund and Miscellaneous Provisions Act, 1952
- Employees State Insurance Act, 1948
- Payment of Gratuity Act, 1972
- Minimum Wages Act, 1948 and Madhya Pradesh Minimum Wages Rules, 1958
- Industrial (Development and Regulation) Act, 1951
- Industrial Disputes Act, 1947
- Payment of Bonus Act, 1965
- Payment of Wages Act, 1936
- Equal Remuneration Act, 1976
- Workmen's Compensation Act, 1924
- Child Labour (Prohibition and Regulation) Act, 1986
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 "SHWW Act")
- Employees Compensation Act, 1923
- Equal Remuneration Act, 1976
- Maternity Benefit Act, 1961
- Contract Labour (Regulation & Abolition) Act, 1970

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

1. <u>The Code on Wages, 2019</u>

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this Code will be brought into force on a date to be notified by the GoI.

2. <u>The Occupational Safety, Health and Working Conditions Code, 2020</u>

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this Code will be brought into force on a date to be notified by the Central Government. The GoI has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

3. The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this Code will be brought into force on a date to be notified by the GoI.

4. The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Workmen's Compensation Act,1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this Code will be brought into force on a date to be notified by the GoI. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally formed as a partnership firm under the Partnership Act, 1932 in the name of 'M/s Highway Enterprises' pursuant to a deed of partnership dated January 05, 1995. Thereafter, vide a conversion of the partnership firm to a joint stock company/ private limited company, our Company was incorporated as '*Highway Infrastructure Private Limited'*, under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated on February 10, 2006, issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh at Gwalior. Subsequently, pursuant to a special resolution passed by our Shareholders at an extra-ordinary general meeting held on April 25, 2018, our Company was converted from a private limited company to a public limited company and the name of our Company was changed to 'Highway Infrastructure Limited' and fresh certificate of incorporation consequent to change of name was issued by the Registrar of Companies, Madhya Pradesh at Gwalior ("**RoC**") on May 04, 2018.

Changes in our Registered Office

Except as stated below, there has been no change in our registered office of our Company since the date of incorporation:

Effective Date	Details of change in the address of our Registered Office	Reason for change
June 15, 2009	The Registered Office of our Company was shifted from G-2, Gangotri Apartment, C-1, Goyal Nagar, Ring Road, Indore, Madhya Pradesh to 57-FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore - 452016 Madhya Pradesh, India.	Administrative Purpose

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned belo*w:*

"1. To carry on in India or elsewhere, either alone or jointly with one or more person, government, local or other bodies, the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, test, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuilt, undertake, contribute, assist, and to act as civil engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manager of all types of constructions and development work in all its branches such as roads, ways, culverts, dams , bridges, railways, tramways, water tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainages and sewage works, water distribution and systems, docks, harbors, piers, irrigation works, foundation works, flyovers, airports, runways, rock drillings, aqueducts, stadiums, hydraulic units, sanitary work, Power supply works, power stations, hotels, hospitals, dharamshalas, multistoried, colonies, complexes, housing projects and other similar works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute, or otherwise to deal in all sorts of lands and buildings, to run and established hot mix plants, ready-mix concrete plants and to carry on all or any of the foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities whatsoever nature.

2. To carry on in India or elsewhere the business of builders, contractors, designers, architects, decorators, furniture, consultants, constructors of all types of building and structures including houses, flats, apartments, offices, godowns, warehouses, shops, factories, sheds hospitals, hotels, holiday resorts, shopping cum residential complexes and to develop, erect, install, after improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace maintain, manage, buy, sell, lease, let on hire, commercialize, turn to account, fabricate, handle and control all such buildings and structures and to purchase, sale or deal in investment, or for resale and to act as buyer, seller, importer of raw materials, goods, fitting, parts, accessories, know-how, consumables, plant and machineries, tools and tackles used for foregoing purpose.

3. To enter into any partnership or any arrangement for sharing profits, union of interest, joint venture, reciprocal, concession or otherwise with any individual, firm, or Company carrying on or engaged in or about to carry on or engage in any business or enterprise which the company is authorized to carry on or engage in any business or transaction capable for being conducted so as directly or indirectly to benefit this company and or to take or otherwise acquire and hold shares or stock in or securities of and to subsidize or otherwise assist any such Company and to sell, hold, reissue, with or without guarantee or otherwise deal with the same.

4. To carry on the business of building and operating projects for government, semi-government or private parties whether company or corporation on build operate and transfer principal (BOT)."

Amendments to our Memorandum of Association in the last 10 years

Except as stated below, there have been no amendments to our Memorandum of Association in the last 10 years preceding the date of this Red Herring Prospectus.

Date of change/ shareholders' resolution	Nature of amendment
January 29, 2018	Amendment to clause V of the Memorandum of Association, pursuant to increase in Authorised Share Capital from ₹ 12,500,000/- divided into 1,250,000 Equity Shares of face value ₹10/- each to ₹ 135,000,000/- divided into 1,35,00,000 Equity Shares of face value ₹10/- each
April 25, 2018	Clause I of our Memorandum of Association was amended to reflect the change in name of our Company from '*Highway Infrastructure Private Limited*' to '*Highway Infrastructure Limited*' pursuant to conversion of our Company from a private limited company into a public limited company.
July 24, 2024	Amendment to clause V of the Memorandum of Association, pursuant to increase in Authorised Share Capital from ₹ 135,000,000/- divided into 13,500,000 Equity Shares of face value ₹10/- each to ₹ 400,000,000/- divided into 40,000,000 Equity Shares of face value ₹10/- each
August 02, 2024	Clause V of the Memorandum of Association was amended to reflect the sub-division in authorized share capital from ₹40,00,00,000/- divided into 40,000,000 Equity Shares of face value ₹10/- each to ₹400,000,000/- divided in 80,000,000 Equity Shares of face value ₹ 5/- each.

(i) **Major events and milestones**

The table below sets forth some of the major events and milestones in the history of our Company:

Year	Timeline of Major Events / Milestones
2012	Entered into a joint development agreement for construction and development of a colonial area on the land of the Company- 'Karuna Sagar Project' admeasuring 2.689 hectare (i.e. 6.64 Acre) situated at Kanadia Road, Indore, Madhya Pradesh, India
2013	Construction and development "Newwyork City Project" on the land of the Company admeasuring 5.2510 hectare (I.e. 12.987 Acre), situated in Village Nihalpur, Indore, Madhya Pradesh, India.
2018	Our Company was converted from a Private Limited Company to Public Limited Company. Subsequently, the name clause of our Company was changed from "Highway Infrastructure Private Limited' to "Highway Infrastructure Limited".
	Constructed houses and infrastructure for various slum localities in Indore, Madhya Pradesh under the PMAY scheme of the Government of India to facilitate affordable housing.
2020	Our Company's first tollway collection project for Daroda Fee Plaza of the Borkhedi-Wadner Section of the NH-7 Maharashtra.
2021	Our Company won the tender for the engagement of user fee collection agency for the Mokha Fee Plaza of Gandhidham (Kandla) Mundra Port, Gujarat.
2023	Our Company operated ANPR technology toll on the Delhi-Meerut Expressway.
2024	Our Company won the tollway collection project in Rolla Village situated in Telangana marking our first entry in southern India.

(ii) **Key Awards, Accreditations or Recognitions**

The table below sets forth some of the awards, accreditation or recognitions received by our Company:

Year	Accreditations
2012	Our Company was certified as a member of the confederation of Real Estate Developers' Association of India ("CREDAI")
2018	Our Company was awarded status as a patron member of Builders Association of India, Indore

Our Holding Company

As on the date of this Red Herring Prospectus, our Company has no holding company.

Our Subsidiary

As on the date of this Red Herring Prospectus, our Company has one Subsidiary namely '*Highway & Tandon Tollways Private Limited*'. For further information of our Subsidiary, please see the chapter titled "*Our Subsidiary*" on page 222.

Significant financial and strategic partners

Our Company does not have any strategic partnership and financial partnership as on the date of this Red Herring Prospectus. Further, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

Time and cost overrun in setting up projects by our Company

Our Company has not experienced any time or cost overruns in setting up projects.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

Our Company has not defaulted on repayment of any loan availed from any banks or financial institutions. Further, the tenure of repayment of any loan availed by our Company from banks or financial institutions has not been rescheduled or restructured. However, in response to the COVID-19 pandemic, the RBI allowed banks and lending institutions to offer moratoriums to their customers to defer payments under loan agreements until August 31, 2020. For further information of our financing arrangements, please see the section titled "*Financial Indebtedness*" on page 428.

Capacity/ facility creation and location of plants

Since our Company is involved in the tollway collection, EPC Infra projects, and real estate business, capacity/facility creation and location of plants is not applicable to our Company as on date of this Red Herring Prospectus.

Details regarding material acquisitions or divestments of business/undertakings, mergers and amalgamation and any revaluation of assets in the last 10 years

Our Company has not acquired any material business or undertaken any merger, demerger, amalgamation, acquisitions or divestments of business or undertaking or revaluation of assets in the last 10 years preceding the date of this Red Herring Prospectus.

Launch of key products or services, entry into new geographies or exit from existing markets

For further details in relation to launch of key products or services, entry in new geographies or exit from existing markets, see "*Our Business*" and "*History and Certain Corporate Matters - Major events and milestones"* beginning on page 180 219.

Details of shareholders' agreements

Our Company does not have any subsisting shareholders' agreements among our Shareholders-vis our Company.

Material agreements

Except as stated in this RHP, our Company has not entered into any other subsisting material agreement, other than in the ordinary course of business in the last 10 years.

Except as disclosed below, the Company and its Promoters confirm that there are no agreements and clauses/covenants which are material and which needs to be disclosed and that there are no other clauses/covenants which are adverse/pre-judicial to the interest of the public shareholders. Further, the Company and its Promoters confirm that there are no other agreements, deed of assignments, acquisition agreements, inter-se agreements, agreements of like nature other than disclosed in this Red Herring Prospectus:

Association of Persons

Our Company constituted an Association of Persons known as 'Highway and Tandon Tollways' along with Ankit Tandon Enterprises & Tollways Private Limited vide an Agreement of Association of Persons ("**AOP Agreement**") dated August 25, 2018. The AOP was formed for the purposes of jointly participating in the bidding process, applying for, and carrying out the work stipulated under the AOP Agreement. The members of the AOP were further authorized, on a case-by-case basis to enter into a consortium agreement as required by the relevant authority for specific work. The division of the profit or loss at the end of the year was distributed amongst the members in the ratio of 51% being of our Company and 49% of Ankit Tandon Enterprises & Tollways Private Limited.

Subsequently, the members of the AOP have entered into a deed of dissolution dated June 23, 2025 ("**Deed of Dissolution**"). Distribution of all the assets, liabilities and necessary actions to be undertaken for winding up the AOP shall be in the manner prescribed in the Deed of Dissolution.

Trademark Assignment Deed

A Deed of Assignment ("**Deed**") dated August 26, 2024 was entered into for assignment of the trademark "HIGHWAY INFRASTRUCTURE" from Arun Kumar Jain (Single Firm) to our Company as a perpetually royalty free assignment under which all rights, title, interest and all other related intellectual property rights have been irrevocably assigned and transferred to the Company for a one-time consideration of Indian Rupees Nineteen Thousand Only and without any obligation on the Company to pay any future royalty towards it.

Further, except as disclosed in this section -"*History and Certain Corporate Matters*", there are no other agreements / arrangements and clauses / covenants which are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision. Further, there are no agreements entered into by our Company pertaining to the primary and secondary transactions of securities of the Company.

Details of guarantees given to third parties by our Promoters who are participating in the Offer for Sale

There are no outstanding guarantees given by our Promoters offering shares in the Offer to any third party as on the date of this Red Herring Prospectus.

Other confirmations

1. Neither our Promoter nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

2. Our Company hereby confirms that there are no special rights available to the Promoters / Shareholders including any nominee/nomination rights and information rights.

3. There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on the Offer or this Red Herring Prospectus and our Articles of Association are inconsonance with the Companies Act, 2013, SEBI Act and other applicable regulations thereunder and meet the requirements as laid down under the law.

4. The Promoter Selling Shareholders are not directly or indirectly related to each other in any manner.

5. As on date of this Red Herring Prospectus, there are no agreements entered into by the Shareholders, Promoters, Promoter Group entities, Related Parties, Directors, Key Managerial Personnel, employees of the Company or of its Subsidiary, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

OUR SUBSIDIARY

As on the date of this Red Herring Prospectus, Highway & Tandon Tollways Private Limited is the Subsidiary of our Company.

Details of our Subsidiary

Highway & Tandon Tollways Private Limited ("HTTPL")

Corporate Information:

HTTPL was incorporated under the Companies Act, 2013 as a private limited company vide Certificate of Incorporation dated April 23, 2019 issued by Registrar of Companies, Central Registration Centre. The Corporate Identity Number of HTTPL is U45309MP2019PTC048427. The registered office of HTTPL is located at 404, Krishna Tower, Pipliyahana Main Road, Indore – 452001 Madhya Pradesh, India.

Nature of Business:

HTTPL is in the business of collection of tolls, cess, service charges on roads & highways at entry points. Additionally, HTTPL also undertakes construction and development of various infrastructural projects for governmental, semi-governmental, corporate, and individual clients, encompassing infrastructure such as roadways, bridges, dams, docks, harbors, canals, and related works.

Capital Structure:

The Capital Structure of the Company as on the date of this RHP is as follows:

Particulars	Aggregate nominal value (in ₹)
Authorised capital	
100,000 equity shares of face value ₹ 10/- each	1,000,000
Issued, subscribed and fully paid-up capital	
100,000 equity shares of face value ₹ 10/- each	1,000,000

Shareholding as on date of this RHP:

The shareholding pattern of HTTPL as on the date of this RHP is as follows:

Sr. No.	Names of Shareholders	Number of equity shares of face value ₹ 10/- each	Percentage of equity holding (%)
1.	Ankit Tandon Enterprises & Tollways Private Limited	49,000	49
2.	Highway Infrastructure Limited	51,000	51
Total		**100,000**	**100**

The shareholding in HTTPL as at May 31, 2025 and the last three (3) Fiscals is as follows:

Shareholders	As at May 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Highway Infrastructure Limited	51%	51%	51%	51%
Ankit Tandon Enterprises and Tollways Pvt. Ltd.	49%	49%	49%	49%

Board of Directors of HTTPL as on date of this RHP

Sr. No.	Names of Directors	DIN
1.	Anoop Agrawal	00006120
2.	Arun Kumar Jain	00006132
3.	Ankit Tandon	03561530
4.	Shriya Kapoor	07849432

Financial information for last three Fiscals:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Equity Share Capital	1.00	1.00	1.00
Reserves & Surplus	9.90	0.39	2.71
Total borrowings	284.58	224.07	187.37
Revenue From Operations	66.40	-	0.35
Networth/ Net asset value	10.90	1.39	3.71
Basic EPS and diluted EPS (in ₹)	95.90	(23.11)	0.16
Net asset value per share (in ₹)	109.04	13.95	37.06

Details regarding the financials of Highway & Tandon Tollways Private Limited are available at www.highwayinfrastructure.in/financial-reports.

Joint Venture Companies

As on the date of this RHP, HTTPL has no joint venture companies.

Significant sales/purchase with our Subsidiary

Except as provided in "*Restated Consolidated Financial Information -Note 46-Related Parties Disclosures*" on page 352 there are no related party transactions between our Company and our Promoter and the Subsidiary.

Common Pursuits

HTTPL is engaged in similar line of business that is synergistic to our Company, thereby resulting in common pursuits amongst our Subsidiary and our Company. However, there is no conflict of interest between our Subsidiary and our Company. We shall adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any instances of conflict of interest, if and when they may arise.

Other Confirmations

1. As on the date of this RHP, there are no accumulated profits or losses of our Subsidiary which are not accounted for by our Company, in the Restated Consolidated Financial Information.

2. Except as disclosed in "*Our Business*", "*History and Certain Corporate Matters*" and "*Related Party Transactions*" beginning on pages 180, 218 and 392, respectively, our Subsidiary does not have any business interests in our Company.

3. Our Subsidiary is not listed in India or abroad. Further, it has not been refused listing of securities by any Stock Exchange in India or abroad nor have failed to meet the listing requirements of any Stock Exchange in India or abroad.

4. Our Subsidiary has not made any public issue or rights issue in the last 3 years.

5. As on date of this Red Herring Prospectus, the members of the AOP i.e. the Company and Ankit Tandon Enterprises & Tollways Private Limited have entered into a deed of dissolution dated June 23, 2025 ("**Deed of Dissolution**"). Distribution of all the assets, liabilities and necessary actions to be undertaken for winding up the AOP shall be in the manner prescribed in the Deed of Dissolution.

OUR MANAGEMENT

Board of Directors

The Articles of Association does not specify the minimum and maximum number of directors. As per Companies Act, 2013 it is required that our Board shall comprise of not less than 3 directors and not more than 15 directors, provided that our shareholders may appoint more than 15 directors after passing a special resolution in a general meeting.

As on the date of filing this Red Herring Prospectus, our Board comprises of, six (6) Directors including two (2) Executive Directors and four (4) Non-Executive Directors of which three (3) are Independent Directors of whom comprises of one (1) is a woman Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth the details of our Board as of the date of this Red Herring Prospectus:

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Age (Years)	Directorships
Arun Kumar Jain Date of birth: August 14, 1968 Designation: Managing Director Address: 277-278, Greater Brijeshwari Pipliyahana, near Kothari College, Indore Kanadia Road, Indore – 452016 Madhya Pradesh, India. Occupation: Business Nationality: Indian Current Term: with effect from May 05, 2023, for a period of three years to May 04, 2026 and liable to retire by rotation Period of Directorship: Director since February 10, 2006 DIN: 00006132	56	**Indian Companies** 1. Sacham Highway Real Estates Private Limited 2. Highway & Tandon Tollways Private Limited **Foreign Companies** Nil.

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Age (Years)	Directorships
Anoop Agrawal Date of birth: January 29, 1978 Designation: Whole Time Director Address: 73-74, Goyal Nagar, Tilaknagar, Indore – 452018 Madhya Pradesh, India. Occupation: Business Current Term: with effect from May 05, 2023, for a period of three years to May 04, 2026 and liable to retire by rotation Period of Directorship: Director since February 10, 2006 DIN: 00006120	47	**Indian Companies** 1. Sacham Highway Real Estates Private Limited 2. Highway & Tandon Tollways Private Limited 3. Indore Highway Real Estates Private Limited **Foreign Companies** Nil.
Riddharth Jain Date of birth: August 16, 2000 Designation: Non-Executive Non-Independent Director Address: 277-278, Greater Brijeshwari, Pipliyahana, near Kothari College, Indore Kanadia Road, Indore – 452016 Madhya Pradesh, India. Occupation: Business Current Term: with effect from July 01, 2024 and liable to retire by rotation Period of Directorship: Director since July 01, 2024 DIN: 09130443	24	**Indian Companies** 1. Indore Highway Real Estates Private Limited **Foreign Companies** Nil.

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Age (Years)	Directorships
Om Prakash Shrivastava Date of birth: November 08,1954 Designation: Independent Director Address: 215, Goyal Vihar, Near Ganesh Temple, Khajran, Kanadia, Indore – 452016 Madhya Pradesh, India. Occupation: Professional Current Term: for a term of 5 years commencing from July 01, 2024 upto June 30, 2029 Period of Directorship: Director since July 01, 2024 DIN: 10173322	70	**Indian Companies** Nil. **Foreign Companies** Nil.
Ujjwal Kumar Ghosh *Date of birth*: February 19, 1955 *Designation*: Independent Director *Address*: ED-119, Ring Road, Scheme no. 94D, Khajrana, Indore – 452016 Madhya Pradesh, India *Occupation*: Professional *Term*: for a term of 5 years commencing from July 01, 2024 to June 30, 2029 *Period of Directorship*: Director since July 01, 2024 *DIN*: 07820501	70	**Indian Companies** Nil. **Foreign Companies** Nil.

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Age (Years)	Directorships
Ritika Agrawal Date of birth: February 11, 1994 Designation: Non-Executive Independent Director Address: 150-151, Goyal Nagar, Bengali square, Indore – 452018 Madhya Pradesh, India. Occupation: Professional Term: For a term of 5 years commencing from July 01, 2024 to June 30, 2029 Period of Directorship: Director since July 01, 2024 DIN: 10671178	31	**Indian Companies** Nil. **Foreign Companies** Nil.

Relationship between our Directors and Key Managerial Personnel

Except as disclosed below, none of our Directors and Key Managerial Personnel are related to each other:

Sr. no.	Name of Directors, Key Managerial Personnel and members of our Senior Management	Name of relative	Nature of family relationship
1.	Arun Kumar Jain	Riddharth Jain (Promoter)	Son
		Ankit Tandon	Nephew

Brief profile of our Directors

Arun Kumar Jain, aged 56 years, is the Managing Director and the Promoter of our Company. He has been a director of our Company since its incorporation. He holds Diploma in Textile Technology from the Madhya Pradesh Board of Technical Education, Bhopal. He has over 31 years of experience as an entrepreneur in the infrastructure industry. He was the Chairman of Builders Association of India, Indore Chapter, is Life Member in the Indian Building Congress since 2008 and served as the past President of CREDAI, Madhya Pradesh and is currently the Secretary CREDAI, Madhya Pradesh and Vice President of CREDAI, Indore. He has won the Dainik Bhaskar Realty- Nimar the year 2023. He plays an important role in our Company as a Managing Director in coordination, management and implementation, planning and business leadership. He is responsible for the expansion and overall management of the business of our Company.

Anoop Agrawal, aged 47 years, is the Whole-time Director, Chief Financial Officer and Promoter of the Company. He has been associated with our Company since February 10, 2006. He has passed his higher secondary exam under Board of Secondary Education, Madhya Pradesh. He is an entrepreneur with an experience of 22 years in the infrastructure industry. He has been the Director of our Company since its incorporation. He handles financial matters and has been instrumental in handling our projects and coordinating with governmental bodies regarding our infrastructure and real estate business development particularly in identifying and selecting projects, negotiating and implementing new business opportunities, and setting up the overall project infrastructure. He has also been responsible for overseeing and authorizing all financial decisions of the Company since his induction into the erstwhile partnership 'M/s Highway Enterprises' in 2002.

Riddharth Jain, aged 24 years, is the Non-Executive Non-Independent Director and Promoter of the Company since July 01, 2024. He holds a degree of Bachelor of Architecture from Narsee Monjee Institute of Management Studies in Mumbai. He has a degree in Master of Science in Design from the University of Pennsylvania. He is a designated partner in Techno Star Infrareal LLP since March 31, 2021 and has over 3 years of experience in the infrastructure company. His primary role involves taking care of Company's strategies and advancements. With an educational background in architecture, he brings a blend of design and thinking to the Company.

Om Prakash Shrivastava, aged 70 years, is the Non-Executive Independent Director of the Company. He had passed the final exam of Masters of Science in Zoology from the Jiwaji University, Gwalior. He worked in the Office of Principal Auditor General (Accounts and Entitlement), Madhya Pradesh and retired as a Senior Accounts Divisional Officer.

Ujjwal Kumar Ghosh, aged 70 years, is the Non-Executive Independent Director of the Company**.** He holds a Bachelor's Degree in Civil Engineering from University of Jabalpur. He worked at the Madhya Pradesh Pachim Kshetra Vidhyut Vitran Company Limited as a Superintendent Engineer.

Ritika Agrawal, aged 31 years, is the Non-Executive Independent Director of our Company. She is a qualified Chartered Accountant from the Institute of Chartered Accountants of India ("**ICAI**") and is also a member of ICAI since 2021. She has 2 years of experience in tax consultancy.

Arrangement or understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with any major Shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on our Board. For details, see "*History and Certain Corporate Matters – Material agreements*" on page 220.

Terms of appointment of Executive Directors

Arun Kumar Jain has been the Director of our Company since its incorporation. He was appointed as Whole-time Director, pursuant to the Shareholders' resolution dated June 30, 2015, for a period of five years with effect from June 30, 2015. Subsequently, prior to completion of his term as Whole-Time Director, he was appointed as the Managing Director of the Company for a period of five years effective from May 05, 2018 vide board resolution and shareholders' resolution dated May 05, 2018 and May 30, 2018, respectively. Further, he was re-appointed as the Managing Director pursuant to our Board resolution dated May 06, 2023 and Shareholders resolution dated September 30, 2023.

Anoop Agrawal has been the Director of our Company since its incorporation. He was appointed as the Managing Director pursuant to the Shareholders' resolution dated June 30, 2015, for a period of five years with effect from June 30, 2015. Subsequently, prior to completion of his term as Managing Director, he was appointed as the Whole-Time Director of the Company for a period of five years effective from May 05, 2018 vide board resolution shareholders' resolution dated May 05, 2018 and May 30, 2018, respectively. Further, he was s re-appointed as the Whole-Time Director pursuant to our Board resolution dated May 06, 2023 and Shareholders resolution dated September 30, 2023.

Remuneration paid to our Executive Directors

Particulars	**Remuneration paid in Fiscal 2025 (in ₹ million)**	
	Arun Kumar Jain	**Anoop Agrawal**
Basic Salary	6.00	6.00

Particulars	Arun Kumar Jain
Basic Salary	₹ 0. 50 million per month
Perquisites	1. Leave travel allowance for self and family once in 2 years as per rules of the Company. 2. Medical expenses actually incurred by him and his family subject to a

	maximum of two months' salary. 3. Club fees 4. Provision for use of a car with a driver for official business 5. Payment/Reimbursement of Telephone including the mobile expense. 6. Medical & personal accident insurance. 7. Gratuity- As per statutory law and rules, as applicable, from time to time. 8. The Company will make suitable contributions towards the Provident Fund, Superannuation Fund, etc, as per the Rules of the Company.
Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, during the tenure of the Whole-Time Director, the company will pay the Remuneration to the Whole-Time Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re- enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company
Particulars	Anoop Agrawal
Basic Salary	₹ 0. 50 million per month
Perquisites	1. Leave travel allowance for self and family once in 2 years as per rules of the Company. 2. Medical expenses actually incurred by him and his family subject to a maximum of two months' salary. 3. Club fees 4. Provision for use of a car with a driver for official business 5. Payment/Reimbursement of Telephone including the mobile expense. 6. Medical & personal accident insurance. 7. Gratuity- As per statutory law and rules, as applicable, from time to time. 8. The Company will make suitable contributions towards the Provident Fund, Superannuation Fund, etc., as per the Rules of the Company.
Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, during the tenure of the Whole-Time Director, the company will pay the Remuneration to the Whole-Time Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re- enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company

Payment or benefit to Directors of our Company

Other than as disclosed below, our Company has not paid any compensation or granted any benefit to any of our director (including contingent or deferred compensation) in all capacities in Fiscal 2025. Further, there is no contingent or deferred compensation payable to any of our directors which accrued in Fiscal 2025.

Name of Director	Particulars	Amount (in ₹ million)
Anoop Agrawal	Office Rent	0.64

Sitting fees and commission to Independent Directors:

Pursuant to the resolution passed by our Board on May 10, 2024, our Independent Directors are entitled to: (i) sitting fees of ₹0.002 million for attending each meeting of the Board of Directors and committees of the Board of Directors.

Except as stated below, our Company has not paid any sitting fee or commission in the Fiscal 2025 to its independent directors for attending meetings of our Board or the committees constituted by the Board:

Name of Director	Particulars	Amount (in ₹ million)
Om Prakash Shrivastava	Sitting Fees	0.11
Ujjawal Kumar Ghosh	Sitting Fees	0.07
Ritika Agrawal	Sitting Fees	0.08
Bhavana Pujara	Sitting Fees	0.02

Changes in our Board in the last three years

Name	Date of Appointment/Change/ Cessation	Particulars/ Reason
Riddharth Jain	July 01, 2024	Appointment as Non-Executive Director
	March 01, 2024	Appointment as Additional Director
Ritika Agrawal	July 01, 2024	Appointment as Non-Executive Independent Director
Om Prakash Shrivastava	July 01, 2024	Appointment as Non-Executive Independent Director
	June 25, 2024	Cessation as Independent Director due to certain unavoidable circumstances
	May 06, 2023	Appointment as Non-Executive Independent Director
Ujjwal Kumar Ghosh	July 01, 2024	Appointment as Non-Executive Independent Director
	June 25, 2024	Cessation as Independent Director due to certain unavoidable circumstances
	March 29, 2024	Appointment as Non-Executive Independent Director
Bhavana Pujara	June 25, 2024	Cessation as Independent Director due to certain unavoidable circumstances
	April 04, 2023	Reappointment as a Non-Executive Independent Director
Omachyutam Singh Chauhan	March 29, 2024	Cessation as Independent Director due to certain unavoidable circumstances
	April 04, 2023	Re-appointment as a Non-Executive Independent Director
Arun Kumar Jain	May 05, 2023	Re-appointment as Managing Director
Anoop Agrawal	May 05, 2023	Re-appointment as Whole-Time Director
Daljeet Kharbanda	May 05, 2023	Cessation as Independent Director due to personal and unavoidable circumstances

Service contracts with Directors

Our Company has not entered into any service contracts, pursuant to which our Directors are entitled to benefits upon termination of employment.

Interest of Directors

All Non-Executive Directors may be deemed to be interested to the extent of sitting fees and commission payable to them for attending the meetings of our Board and the committees thereof, and reimbursement of expenses available to them. Our Executive Directors may be deemed to be interested to the extent of remuneration payable to them, any reimbursement of expenses that they may be entitled to and such other amounts as maybe specified in related party transactions in accordance with Ind AS 24. See "*Financial Information –Note* 46 *– Related Party Disclosures*" beginning on page 352. Certain Directors may also be deemed to be interested to the extent of Equity Shares (together with other distributions in respect of such Equity Shares, held by them in our Company). For details of the shareholding of our Directors, see "*Capital Structure – Notes to Capital Structure – Shareholding of our Directors in our Company*" on page 91.

Our Directors, Arun Kumar Jain, Anoop Agrawal and Riddharth Jain are interested in our Company to the extent of their roles in the promotion and/or formation of our Company.

Our Directors may also be deemed to be interested to the extent of any dividend payable to them as shareholders and other distributions in respect of such Equity Shares, if any.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our

Company or in any transaction for acquisition of land, construction of building and supply of machinery.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/ her to become, or qualify him/ her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

The Directors may also be regarded as interested in the Equity Shares of face value ₹5/- each held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies and firms, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares of face value ₹5/- each, if any, held by them or their relatives or to companies and firms, in which they are interested as directors, members, partners, trustees and promoters and also to the extent of contracts, transactions, agreements or arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity. For details of such transactions, see "*Restated Consolidated Financial Information– Note 46 –Related Party Disclosures*" on page 352.

Except as stated in "*Related Party Transactions*" and "*Our Promoters and Promoter Group*" on pages 392 and 246 respectively, and described herein, our Directors do not have any other interest in the business of our Company. For further information regarding the interest of our Promoters who are also our Directors, see "*Our Promoters – Nature and extent of interest of our Promoters – Interest of our Promoters*" on page 247.

As on date of this Red Herring Prospectus, no loans have been availed by our Directors or the Key Managerial Personnel from our Company.

Bonus or profit-sharing plan of our Directors

Our Company does not have a bonus or profit-sharing plan for our Directors and our Directors have not received any compensation (including contingent or deferred) compensation accrued for the Fiscal 2025 pursuant to any bonus or profit-sharing plan.

Remuneration paid or payable to our Directors by our Subsidiary or associates

As on date of this Red Herring Prospectus, our Company does not have any associate company and our Directors have not received any remuneration from our Subsidiary.

Shareholding of our Directors in our Company

The Articles of Association do not require our Directors to hold any qualification shares.

Name	No. of Equity Shares of face value ₹ 5/- each
Arun Kumar Jain	19,953,582
Anoop Agrawal	21,525,702
Riddharth Jain	5,322,264

Other Confirmations

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange(s), during their tenure as a director in such company.

None of our Directors is or was a director of any listed company whose shares have been or were suspended from being traded on any of the stock exchange(s) during the last five years preceding the date of this Red Herring Prospectus, during their tenure as a director in such company.

There are no nominee directors or nominee KMP(s) in the Company.

None of our Directors are declared as "Fraudulent Borrowers" by the lending banks or financial institutions or consortium, in terms of RBI master circular dated July 01, 2016.

None of our Directors are appearing in the list of directors of struck-off companies by RoC, Ministry of Corporate Affairs.

Borrowing powers of our Board

Pursuant to our Articles of Association and in accordance with the provisions of the Companies Act, our Shareholders have passed a resolution on May 31, 2021, authorizing our Board to borrow, for and on behalf of our Company, from time to time, any sum or sums of monies, from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, advances notwithstanding that the sum or sums of moneys so borrowed together with money, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not exceed the limit of ₹ 6000.00 million .

Corporate governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to our Company immediately upon the listing of Equity Shares on the Stock Exchanges. As on the date of this Red Herring Prospectus, our Company is in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance, in relation to composition of our Board and committees, thereof. The corporate governance framework of our Company is based on an effective independent Board, separation of our Board's supervisory role from the executive management team and constitution of the committees, thereof, each as required under applicable law.

Our Board functions either as a full board or through various committees of our Board which are constituted to oversee specific operational areas.

Our Board comprises of, six (6) Directors including two (2) Executive Directors and four (4) Non-Executive Directors of which three (3) are Independent Directors including one (1) woman Independent Director. In compliance with the provisions of the Companies Act and Articles of Association of the Company at least one-third of our total number of Directors (including Executive and Non-Executive Directors), other than our Independent Directors, are liable to retire by rotation.

Committees of our Board in accordance with the Companies Act, 2013 and the SEBI Listing Regulations

Our Company has constituted the following committees of the Board in terms of the SEBI Listing Regulations and the Companies Act:

1. Audit Committee;

2. Nomination and Remuneration Committee;

3. Stakeholders Relationship Committee;

4. Corporate Social Responsibility Committee; and

5. IPO Committee

1. Audit Committee

The current constitution of the Audit Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Om Prakash Shrivastava	Independent Director	Chairman
2.	Ritika Agrawal	Independent Director	Member
3.	Anoop Agrawal	Whole-Time Director & CFO	Member

The Audit Committee was originally constituted by a resolution of our Board dated May 05, 2018. The current committee was re-constituted by a resolution of our Board dated January 07, 2025. The terms of reference of the Audit Committee are as follows:

1.1. Powers

In discharging its responsibilities, the audit committee shall have the following powers:
- To have unrestricted access to the company's books and records.
- To seek information from the management of the company and its external advisors.
- To investigate any matter in relation to the tasks assigned by the Board and to summon any employee of the company.
- To obtain the advice of lawyers, accountants, or other professionals/consultants at the committee's sole discretion. The audit committee shall have the authority to approve the related fees and retention terms. Fees to auditors shall be recommended for approval by the Board with adequate information as may be required under the requisite law.
- To obtain any information from any employee of the company to perform its duties effectively and have direct access to any employee of the company particularly in relation to the functioning of the vigil mechanism.
- To have the necessary resources and authority to discharge its duties and responsibilities.

1.2. Responsibilities and Duties

i. Primary Responsibilities of the Audit Committee

The audit committee shall primarily be responsible for the following:
- Overseeing the processes that ensure the integrity of financial statements issued by management from time to time. Where specific disclosures are required to be made in financial statements, the audit committee shall ensure compliance thereof.
- Review the audit strategy risk involved in the audit and audit observations.
- Overseeing the adequacy and effectiveness of the internal controls and processes by which confidential or anonymous complaints or information regarding financial, operational, or commercial matters are received and acted upon. This includes the protection of whistle-blowers from victimization and the provision of access to the chairman of the audit committee by whistle-blowers. The audit committee shall nominate/ designate one or more of its senior management personnel or a committee comprising senior management personnel for the purpose of dealing with the whistle-blower complaints and providing the status of the said complaints to the audit committee at least once in a half-year. The audit committee shall review the status of whistle-blower complaints that are received by the entity (relating to the entity as well as its subsidiaries) and ensure that the whistle-blower mechanism including the framework for offering protection against victimization is functioning effectively.
- Ensuring that the process of identification of related parties is exhaustive. Only those members of the audit committee, who are independent directors, shall approve the related party transactions. The related party transactions should be approved by the majority of independent directors who are members of the audit committee and while deliberating on such proposal they may ask the executive directors who are members/ invitees of/to the audit committee to leave the meeting.
- Evaluate that the payment of royalty/brand usage value by the company to a related party is not disproportionately high and the same is consistent with the benchmarks, if any, prescribed by the regulators such as SEBI/RBI, etc.
- Evaluate the transaction on financial assistance given to promoter entities that have to be written off or are deemed

unlikely to be recovered and ensure monitoring of the same.

- To seek confirmation from the CEO and CFO that all loans (or other forms of debt), guarantees, comfort letters (by whatever name called), or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. The audit committee shall scrutinize loans or advances in the nature of the loan given, investments made, guarantees given, and securities provided in connection with any loan taken by any person or entity. This scrutiny shall not be applicable in the following cases:
  a. loan given by the entity to its employees as per its policy on loans applicable generally to its employees
  b. banks, NBFCs, and HFCs in case of loans given, investments made, guarantees, and securities provided in the normal course of business.
- Enquiring reasons for default by the company in honoring its obligations to its depositors, debenture holders, creditors, and shareholders (in case of non-payment of declared dividends) and recommending appropriate action to the Board.
- Appoint expert valuers for any valuation by the company either of its assets or liabilities or those of any other party and adopt the valuer's report on the conclusion of the valuation.
- Approve and recommend to the Board the appointment of the company's Chief Financial Officer including extension of service tenure.
- Enquire into the end-use of funds raised from the public and draw the attention of the Board to significant deviations from the use of funds as stated in the offer document.

ii. Secondary Responsibilities of the Audit Committee

To discharge the above primary responsibilities, the audit committee shall ensure the following:

- Overseeing the quality of internal controls and other controls relevant to its primary responsibilities. The audit committee shall also make inquiries about the management's control consciousness and the quality of the control environment prevailing in the company. For this purpose, the audit committee shall consider the management letters issued by the statutory auditors and the reports of the internal auditors.
- Overseeing the system for storage (including back-up), modification, retrieval, display, print-out, and disposal of electronic accounting records.
- Overseeing the quality of the financial reporting process, including the selection of the most appropriate method of permitted accounting policies, significant adjustments, and the disclosure of the aggregate effect of material adjustments pertaining to last quarter, the appropriateness of use of the going concern assumption, the exercise of reasonable judgment where required and the use of the most appropriate estimates.
- Overseeing the matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
- oversee appropriate disclosure and presentation of information in financial reports.
- The audit committee shall also review the financial statements of subsidiary companies (including statutory audit reports) and other entities that are consolidated into the group financial statements to satisfy itself that the:

  a. Management is managing group financial risks;
  b. Intra-group transactions are commensurate with business needs; and
  c. Material investments and other assets of the subsidiaries are real.

- The internal auditors of the holding company may be assigned the task of reviewing internal audit issues of subsidiary companies, filtering the relevant ones, and placing them before the audit committee of the holding company.
- The audit committee shall annually appraise the quality of the statutory audit. Based on such appraisal it shall recommend to the Board, the remuneration of the statutory auditors, including any other terms, for the following year.
- Permitted non-audit assignments under the Act, with the statutory auditors shall be pre-approved by the audit committee.
- The audit committee shall scrutinize inter-corporate loans and investments with the object of ascertaining if management has taken appropriate steps to protect their value and that they are appropriately reflected in the financial statements. The audit committee shall also review these, especially their utilization, in respect of its subsidiary and

joint venture companies.

- The audit committee shall look into the matters pertaining to valuation of any undertaking or asset of the company where an independent valuation is required by law or regulation or where such a valuation is necessary for incorporation in the financial statement. For this purpose, it shall decide the agency that will undertake the valuation as also the terms of appointment and the remuneration payable. In a scheme of arrangement, the audit committee shall review the draft scheme, considering the valuation conducted by the independent valuer appointed for the purpose, and recommend it to the Board.
- Reviewing the findings of 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 same to the Board.
- Reviewing the findings of the statutory auditors with respect to the actual, suspected or alleged fraud affecting the entity or deficiency in the internal control or misstatements identified in disclosures during the audit.

iii. Responsibilities of Audit Committee in relation to review of compliance

- Overseeing the adequacy and effectiveness of the processes for compliance with applicable laws.
- Review of statutory compliance reports with applicable laws, every quarter to assess non-compliance and seek clarifications and explanations together with steps taken to ensure compliance, including those reported by statutory auditors during the audit of the financial statements, looking for early warning signals to ensure objective of the audit committee is not defeated.
- Review of financial/non-financial regulatory matters and violations under Code of Business Conduct to assess non-compliance, seek clarifications and explanations together with steps taken to ensure compliance.
- Review the policies of the Company such as Code of Ethics for Senior Financial Officers, Code of Business Conduct, Code of Conduct to Regulate, Monitor and Reporting of Trades by Insiders and recommend improvements, wherever necessary.
- Updating of policies and processes in light of significant events pertaining to financial malpractices.
- In addition to feeds from the management, also endeavor to look for third party sources of information while discharging its duties.

iv. Other Responsibilities of Audit Committee

- Ascertain that the company has periodically rotated its auditors (firm and partner) as mandated under the law.
- Conducting a "post-audit review" of the financial statements and audit findings including any suggestions for improvements provided to management by the statutory auditors.
- Coordination with other committees to the extent that its work has a bearing on their scope of work.
  Review the impact of accounting and legal changes on company's financial statement.
- Review adherence to the guidelines issued by professional bodies such as Institute of Company Secretaries of India, Institute of Chartered Accountants of India, Institute of Cost Accountants of India in respect of internal control, secretarial standards, secretarial audit etc.

v. Principles which may be relied by the Audit Committee while discharging its "Roles and Responsibilities

The audit committee should ensure:

- Optimum utilization of company's financial resources in the best economics interests of the company.
- Arm's length relationship and fairness of the terms in all related party transactions.
- Integrity of financial reporting process and financial statements of the company from time to time.
- Timely, adequate and accurate disclosure of all the financial information to the stakeholders.
- Effective assessment, appraisal and mitigation of all types of risks– internal, external, audit, financial, operational, reputational, informational, cyber security, etc. in case of companies which are not required to have risk management committee.
- Adequacy and effectiveness of internal controls and processes with respect to fraud detection mechanism, complaint redressal mechanism and whistle blower mechanism.

- Independent channel of communication with internal auditors, statutory auditors and secretarial auditors.

The Company Secretary and Compliance Officer of our Company shall act as secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was originally constituted on May 05, 2018 and thereafter finally reconstituted on July 01, 2024 as follows:

S. No.	Name of the Director	Designation	Position in the Committee
1.	Ritika Agrawal	Independent Director	Chairman
2.	Om Prakash Shrivastava	Independent Director	Member
3.	Ujjwal Kumar Ghosh	Independent Director	Member

The terms of reference of the Nomination and Remuneration Committee was approved by a resolution of our Board dated July 01, 2024 through NRC policy and are as follows:
- To formulate the criteria for determining qualifications, positive attributes, and independence of a director (executive/non-executive/independent) of the Company ("Director"); and
- To recommend policy relating to the remuneration of the Directors, KMP, and other employees to the Board of Directors of the Company ("Board").
- To formulate the criteria for evaluation of the performance of independent directors;
- To devise a policy on diversity of the board of directors;
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- To determine 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.
- To recommend to the Board, all remuneration, in whatever form, payable to senior management and the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate senior management of the quality required to run the company successfully.

This includes reviewing and approving corporate goals and objectives relevant to the compensation of the executive Directors, evaluating their performance in light of those goals and objectives and either as a committee or together with the other independent Directors (as directed by the Board), determine and approve executive Directors' compensation based on this evaluation; making recommendations to the Board with respect to KMP and Senior Management compensation and recommending incentive-compensation and equity-based plans that are subject to approval of the Board.

The following matters shall be dealt with by the Committee:

(a) Size and composition of the Board:
Periodically reviewing the size and composition of the Board to have an appropriate mix of executive and independent Directors to maintain its independence and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company;

(b) Directors:
Formulate the criteria determining qualifications, positive attributes, and independence of a director and recommend candidates to the Board when circumstances warrant the appointment of a new Director, having regard to qualifications, integrity, expertise, and experience for the position.

(c) Succession plans:

Establishing and reviewing Board, KMP and Senior Management succession plans in order to ensure and maintain an appropriate balance of skills, experience, and expertise on the Board and Senior Management.

(d) Evaluation of performance:

- Make recommendations to the Board on appropriate performance criteria for the Directors.
- Formulate the criteria and framework for evaluation of the performance of every Director on the Board of the Company or engage with a third-party facilitator in doing so.
- Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the business, the industry, and their legal responsibilities and duties.

(e) Board diversity:

The Committee is to assist the Board in ensuring the Board nomination process is in line with the diversity policy of the Board relating to gender, thought, experience, knowledge, and perspectives.

(f) Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

- Remuneration of Executive Directors to be presented for shareholders' approval including severance, if any.
- Individual and total remuneration of Non-Executive Directors and the chairperson (if non-executive), including any additional fees payable for membership of Board committees;
- The remuneration and remuneration policies for KMP and Senior Management including base pay, incentive payments, equity awards, retirement rights, severance pay if any, and service contracts having regard to the need to:
    a. attract and motivate talent to pursue the Company's long-term growth;
    b. demonstrate a clear relationship between executive compensation and performance;
    c. be reasonable and fair, having regard to best governance practices and legal requirements and
    d. balance between fixed and incentive pay reflecting short and long-term performance objectives as appropriate for the Company and its goals
    e. the Company's incentive compensation and equity-based plans including a consideration of performance thresholds and regulatory and market requirements;

The Company Secretary and Compliance Officer of our Company shall act as secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration committee is entitled to attend the General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to remuneration. Further, any member of the Nomination and Remuneration committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Nomination and Remuneration committee.

3. Stakeholders Relationship Committee

The Stakeholders Relationship Committee was originally constituted on May 05, 2018. The current committee was re-constituted by a resolution of our Board dated May 06, 2025 as follows:

Sr.No.	Name of the member	Designation	Position in the Committee
1	Ujjwal Kumar Ghosh	Independent Director	Chairman
2	Om Prakash Shrivastava	Independent Director	Member
3	Anoop Agrawal	Whole Time Director & CFO	Member

The terms of reference of the Stakeholders Relationship Committee are as follows:

The following is the terms of reference of the Stakeholders Relationship Committee:

1.Powers

The Committee shall act and have powers in accordance with the terms of reference specified in writing, by the Board, which shall include the following:

- To investigate any activity within the scope of this Charter or referred to it by the Board.
- Seek any information or explanation from any employee or director of the Company.
- Ask for any records or documents of the Company.
- Engage independent consultants and advisors, including legal counsel or expert, as it deems appropriate.
- The committee shall coordinate with other committees to the extent that its work has a bearing on their scope of work.

2.Responsibilities

- Approval of issue of duplicate certificates for securities and transmission of securities.
- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company to reduce the quantum of unclaimed dividends and ensure timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Oversee the statutory compliance relating to all securities including dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Review of movements in shareholding and ownership structures of the Company.
- Conduct a Shareholder Satisfaction Survey to judge the level of satisfaction amongst shareholders.
- Suggest and drive implementation of various investor-friendly initiatives.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable.

4. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was originally constituted on May 05, 2018. The current committee was re-constituted by a resolution of our Board dated May 06, 2025as follows:

Sr. No.	Name of the member	Designation	Position in the Committee
1.	Ujjwal Kumar Ghosh	Independent Director	Chairman
2.	Om Prakash Shrivastava	Independent Director	Member
3.	Anoop Agrawal	Whole Time Director & CFO	Member

The terms of reference of the Corporate Social Responsibility Committee were approved by a resolution of our Board dated July 01, 2024 vide CSR Policy.

The terms of reference of the Corporate Social Responsibility Committee are as follows:

- To formulate and recommend to the Board, a Corporate Social Responsibility policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;
- To identify corporate social responsibility policy partners and programmes;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company for corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- To monitor the Corporate Social Responsibility policy of the Company from time to time including delegation of

responsibilities to various teams and supervise, monitor and review the timely implementation of corporate social responsibility programmes;

- Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time; and
- To exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

5. IPO Committee

The current constitution of the IPO Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Ujjwal Kumar Ghosh	Independent Director	Chairman
2.	Om Prakash Shrivastava	Independent Director	Member
3.	Ritika Agrawal	Independent Director	Member

The IPO Committee was constituted by a resolution of our Board dated June 12, 2024. The current committee was re-constituted by a resolution of our Board dated May 06, 2025.

The following are the terms of reference of the IPO Committee:

- Approving amendments to the memorandum of association and the articles of association of the Company;

- To decide, negotiate and finalize, in consultation with the book running lead manager appointed in relation to the Offer (the "BRLM"), all matters regarding the Pre-Offer Placement, if any, out of the fresh issue of Equity Shares by the Company in the Offer, decided by the Board, including entering into discussions and execution of all relevant documents with Investors;

- To decide on other matters in connection with or incidental to the Offer, including the pre-Offer placement, timing, pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRM and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

- To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP") and the Prospectus ("Prospectus") as applicable;

- To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the RHP the Prospectus, the preliminary and final draft and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;

- To invite the existing shareholders of the Company to participate in the Offer by offering for sale the Equity Shares held by them at the same price as in the Offer;

- To approve the relevant restated consolidated financial statements to be issued in connection with the Offer;

- To appoint and enter into and terminate arrangements with the BRLM, and appoint and enter into and terminate arrangements in consultation with the BRLM with underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, public offer account bankers to the Offer, sponsor bank, legal advisors, auditors, independent chartered accountants, advertising agency, registrar to the Offer, depositories, custodians, grading agency, monitoring agency, industry expert, credit rating agencies, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Offer including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM and negotiation, finalization, execution and, if required, amendment or termination of the Offer agreement with the BRLM;

- To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;

- To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, advertising agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLM and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

- To authorise the maintenance of a register of holders of the Equity Shares;

- To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

- To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

- To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

- To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

- To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;

- To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

- To implement any corporate governance requirements that may be considered necessary by the Board or any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

- To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Offer to sign all or any of the aforestated documents;

- To authorize and approve notices, advertisements in relation to the Offer, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Offer;

- To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;

- To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;

- To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;

- To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the Offer, utilisation of the Offer proceeds and matters incidental thereto as it may deem fit;

- To authorize any concerned person on behalf of the Company to give such declarations, affidavits, undertakings, certificates, consents and authorities as may be required from time to time in relation to the Offer or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;

- To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board or any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;

- To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including anchor investors Offer price), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLM and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;

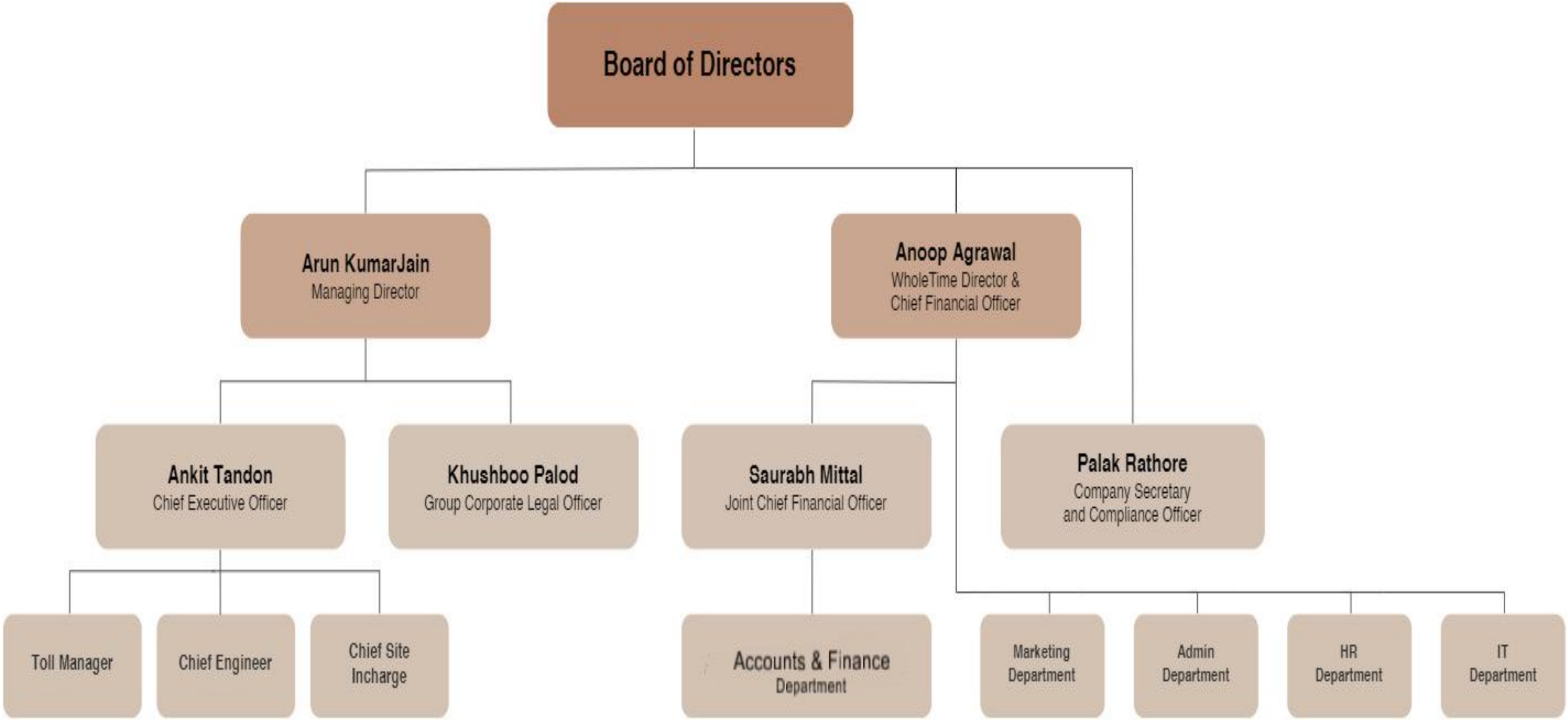
- To approve suitable policies on insider trading, whistle-blowing, nomination and remuneration policy, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

- To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;

- To withdraw the DRHP or the RHP or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM; and

- To delegate any of its powers set out under (1) to (31) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.

Management Organization Chart



Key Managerial Personnel and Senior Management

In addition to our Managing Director, viz. Arun Kumar Jain and Whole-Time Director and Chief Financial Officer viz. Anoop Agrawal, whose details are provided in "*Brief Profile of our Directors*" and "*Remuneration paid to our Executive Directors*" on pages 227 and 228, respectively, the details of the Key Managerial Personnel of our Company are as follows:

1. **Arun Kumar Jain** is the Managing Director and the Promoter of our Company. He was re-appointed as the Managing Director of the Company pursuant to Board resolution dated May 06, 2023 and Shareholders resolution dated September 30, 2023. For further, please refer to page 227 of this chapter.

2. **Anoop Agrawal** is the Whole-time Director, Chief Financial Officer and Promoter of the Company. He has been appointed as the CFO with effect from May 10, 2024. For further details, please refer to page 227 of this chapter.

3. **Ankit Tandon** is the Chief Executive Officer of our Company with effect from July 10, 2021. He holds a degree in Bachelor of Engineering in Electronics and Communication from Rajiv Gandhi Proudyogiki Vishwavidyalaya, Bhopal. He has over 11 years of experience in the field of tollways and real estate. He was a director in Infraa Sshine Private Limited from July 12, 2013 to July 19, 2019. Additionally, he holds the position of director in Highway Tandon & Tollways Private Limited (Subsidiary) since April 23, 2019 and Ankit Tandon Enterprises & Tollways Private Limited since July 07, 2017. During Fiscal 2025, he received a remuneration of ₹ 2.40 million.

4. **Saurabh Mittal** is the Joint Chief Financial Officer of the Company with effect from December 16, 2024. He holds a degree in Bachelor in Commerce from Jiwaji University, Gwalior. He is a Chartered Accountant from the Institute of Chartered Accountants of India ("**ICAI**") and is also a member of ICAI. He has a total work experience of over 16 years. Prior to his association with our Company, he ran an independent practice as a Chartered Accountant and further previously worked with ICICI Bank. During Fiscal 2025, he received a remuneration of ₹ 0.55 million.

5. **Palak Rathore** is the Company Secretary and Compliance Officer of our Company. with effect from May 15, 2024. She has passed the final exam of Bachelor in Commerce and holds a degree of Bachelor of Laws from Rani Durgavati Vishwavidyalaya, Jabalpur and is a member of the Institute of Company Secretaries of India. She did her training as prescribed by the Institute of Company Secretaries of India for a period of 12 months with Sagar R. Khandelwal, Company Secretaries and with Poonawalla Fincorp Limited for a period of 9 months. During Fiscal 2025, she received a remuneration of ₹ 0.54 million.

6. **Khushboo Palod** is the Group Corporate Legal Officer of our Company with effect from March 06, 2025. She holds a degree of Bachelor of Laws (Honours) from Devi Ahilya Vishwavidyalaya, Indore and holds a degree of Master of Law (Corporate Law) from Renaissance University, Indore and is a member of the Institute of Company Secretaries of India. She has more than 8 years of experience working as a Company Secretary. Prior to her association with the Company, she has worked with Shree Kailash Grains Mills Pvt. Ltd., Kalani Group and Naman Mall Management Company Private Limited (Nexus Select Malls). During Fiscal 2025, she received a remuneration of ₹ 0.11 million.

Senior Management

Except our Managing Director-Arun Kumar Jain, CFO- Anoop Agrawal, Joint CFO- Saurabh Mittal, Chief Executive Officer- Ankit Tandon, our Company Secretary and Compliance Officer- Palak Rathore and our Group Corporate Legal Officer-Khushboo Palod who are also our Key Managerial Personnel and whose details have been disclosed above, there are no other Senior Management in our Company.

Changes in our Key Managerial Personnel and Senior Management in the last three years

Name	Designation	Date of Appointment/Change/ Cessation	Particulars/ Reason
Khushboo Palod	Group Corporate Legal Officer	March 06, 2025	Appointment as Group Corporate Legal Officer
Saurabh Mittal	Joint Chief Financial Officer	December 16, 2024	Appointment as Joint Chief Financial Officer
Palak Rathore	Company Secretary	May 15, 2024	Appointment as Company Secretary & Compliance Officer
Anoop Agrawal	Chief Financial Officer	May 10, 2024	Appointment as Chief Financial Officer
Mansi Garg	Company Secretary	June 20, 2023	Cessation as Company Secretary

Shareholding of Key Managerial Personnel in our Company

Except our Managing Director Arun Kumar Jain and Whole-Time Director/ CFO Anoop Agrawal, none of our Key Managerial Personnel hold any Equity Shares in our Company.

Bonus or Profit-Sharing Plans of the Key Managerial Personnel

None of our Key Managerial Personnel is entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plans of our Company.

Interests of Key Managerial Personnel

Our Key Managerial Personnel do not have any interests in our Company, except as disclosed under this chapter and other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company; (ii) the employee stock options held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding

Contingent and deferred compensation payable to our Key Managerial Personnel

There is no contingent or deferred compensation accrued for the Fiscal 2025 and nothing is payable to the Key Managerial Personnel.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel have been appointed as a Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service Contracts with Key Managerial Personnel

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no Key Managerial Personnel has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Payment or benefit to Key Managerial Personnel

No non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel, within the two years preceding the date of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment, for services rendered as officers of our Company, dividend that may be payable in their capacity as Shareholders. For details of the related party transactions, see "*Restated Consolidated Financial Information – Note 46- Related Party Disclosures*" on page 352.

Employee stock option plan

Our Company does not have any Employee Stock Option Schemes as on date of this Red Herring Prospectus.

OUR PROMOTER AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are:

1. Arun Kumar Jain
2. Anoop Agrawal
3. Riddharth Jain

As on the date of this Red Herring Prospectus, our Promoters collectively hold 46,801,548 Equity Shares of face value ₹ 5/- each, representing 80.99% of the issued, subscribed and paid-up Equity Share capital of our Company. For details, see "*Capital Structure - Shareholding of our Promoters and Promoter Group*" on page 98 .

The following are the details of the Promoters of our Company:

1. Arun Kumar Jain

Arun Kumar Jain, born on August 14, 1968, aged 56 years, is one of our Promoters and the Managing Director of our Company. For further, details of his date of birth, educational qualifications, residential address, experience in the business, positions and posts held in the past, responsibilities and functions in our Company and special achievements, see '*Our Management*' on page 224.

His Permanent Account Number is ABGPJ2793Q

2. Anoop Agrawal

Anoop Agrawal, born on January 29, 1978, aged 47 years, is one of our Promoters the Whole-Time Director and Chief Financial Officer of our Company. For further, details of his date of birth, educational qualifications, residential address, experience in the business, positions and posts held in the past, responsibilities and functions in our Company and special achievements, see '*Our Management*' on page 224.

His Permanent Account Number is AEKPA0042A

3. Riddharth Jain

Riddharth Jain, born on August 16, 2000, aged 24 years, is one of our Promoters and the Non-Executive Director of our Company. For further details of his educational qualifications, residential address, responsibilities and functions in our Company and special achievements, see '*Our Management*' on page 224.

His Permanent Account Number is CGDPJ0564M

Our Company confirms that the PAN, Aadhar card number, bank account number(s), driving license number and passport numbers of our individual Promoters has been submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus with them.

Our Company does not have any corporate promoters as on the date of this Red Herring Prospectus.

EXPERIENCE OF OUR INDIVIDUAL PROMOTERS

For details of the experience of our Promoters in relation to the business of our Company, please refer to the chapter titled "*Our Management – Brief profile of our Directors*" beginning on page 227 and to the details of the Promoters of the Company in this chapter titled "*Our Promoters and Promoter Group*" on page 246.

OTHER VENTURES OF OUR INDIVIDUAL PROMOTERS

Other than as disclosed in "*Our Promoter Group*" below and in section "*Our Management – Other Directorships*" on page 224 our individual Promoters are not involved in any other ventures.

CHANGE IN CONTROL OF OUR COMPANY

Our Promoters are the original Promoters of our Company. There has been no change in the control of our Company during the last five years preceding the date of this Red Herring Prospectus. However, Riddharth Jain was classified as Promoter of the Company pursuant to a noting in our Company's board meeting dated August 02, 2024. For further details, see "*Capital Structure*" on page 90.

INTEREST OF OUR PROMOTERS

Interest of Promoters in the Promotion of our Company

Our Promoters are interested in our Company to the extent that (i) they have promoted our Company; and (ii) of their respective shareholding and the shareholding of their relatives in our Company and our Subsidiary (directly or indirectly, as the case may be, including the dividends payable and any other distributions in respect of their respective shareholding in our Company).

Our Promoters, who are also Managing Director, Whole-Time Director and Chief Financial officer and Key Managerial Personnel, are also interested in our Company to the extent of remuneration and reimbursement of expenses payable to them in their capacity as Directors of our Company (See "*Our Management*" on page 224). For further details for shareholding of our Promoters in our Company, see "*Capital Structure - Build-up of the Promoters' shareholding in our Company*" beginning on page 95. Additionally, our Promoters may be interested in transactions entered into by our Company or our Subsidiary with them, their relatives or with other entities in which our Promoters hold shares, or controlled by our Promoters.

Interest of Promoters in the Property of our Company

Our Promoters do not have any interest in any property acquired by our Company within three years preceding the date of this RHP or proposed to be acquired by our Company as on the date of filing of this RHP or in any transaction for acquisition of land, construction of buildings and supply of machinery.

As on date of this RHP our Company has not leased any properties to our Promoter.

Interest of Promoters in our Company other than as Promoters

Except as stated in this section and the sections titled "*Capital Structure*", "*Our Business*", "*Our Management*", "*History and Certain Corporate Matters*", "*Financial Indebtedness*" and *"Related Party Transactions"* on pages 90, 180, 224, 218, 428 and 392, respectively, our Promoters do not have any interest in our Company other than as Promoters.

Interest in our Company arising out of being a member of a firm or company

Our Promoters are not interested as members of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify him as a director, or otherwise for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

Interest of Promoters in Intellectual Property

As on date of this RHP, our Promoters are not interested in any intellectual property rights that are used by our Company.

COMMON PURSUITS OF OUR PROMOTERS

Our Promoters are not involved with any company or firms which are in the same line of activity or business as that of our Company except as disclosed in the below table:

Name of the Promoter	Name of the Entity	Nature of Interest
Arun Kumar Jain	Highway & Tandon Tollways Private Limited	Director
	Sacham Highway Real Estate Private Limited	Shareholder and Director
	Indore Highway Real Estates Private Limited	Shareholder
Anoop Agrawal	Highway & Tandon Tollways Private Limited	Director
	Indore Highway Real Estates Private Limited	Shareholder and Director
	Sacham Highway Real Estate Private Limited	Shareholder and Director
Riddharth Jain	Indore Highway Real Estates Private Limited	Director
	Techno Star Infrareal LLP	Designated Partner

PAYMENT OF AMOUNTS OR BENEFITS TO OUR PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the section titled "*Related Party Transactions*" on page 392, no amount or benefit has been paid by our Company to our Promoters or members of our Promoter Group in the two years preceding the date of this Red Herring Prospectus and no amount or benefit is intended to be paid or given to any of our Promoters or members of our Promoter Group.

RELATED PARTY TRANSACTIONS

Except as stated in the section titled *"Related Party Transactions"* on page 392, our Company has not entered into any related party transactions with our Promoters.

CONFIRMATIONS

Our Company has not made any payments to our Promoters or to firms or companies in which our Promoters are interested as members, directors or promoters, except as stated in the section titled *"Related Party Transactions"* on page 392, nor have our Promoters been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company.

Except as stated below, as on date of this Red Herring Prospectus, our Promoters are not related to any sundry debtors of our Company:

Name of the Sundry Debtor	Relation to the Promoter
Infraa Sshine Private Limited	Sister of Arun Kumar Jain is a Shareholder in Infraa Sshine Private Limited
Sacham Highway Real Estates Private Limited	Arun Kumar Jain (who is also the father of Riddharth Jain) and Anoop Agrawal are directors and shareholders in Sacham Highway Real Estates Private Limited
Vinod Kumar Jain (Proprietorship)	Brother of Arun Kumar Jain is the proprietor

DISASSOCIATION BY PROMOTERS IN THE LAST THREE YEARS

Our Promoters have not disassociated from any companies or firms during the three years preceding the date of filing of this Red Herring Prospectus except as disclosed herein below:

Sl. No.	Dissociated Entity	Promoter	Date of Disassociation	Reasons for and circumstances leading to disassociation and terms of disassociation
1.	Indore Highway Real Estates Private Limited	Arun Kumar Jain	January 01, 2022	Resignation from the post of Director due to pre-occupation.
2.	Dharti Highway LLP	Arun Kumar Jain Anoop Agrawal	November 26, 2024	Resignation from the post of Designated Partner due to pre-occupation.

GUARANTEES

Except as stated in the "*Financial Indebtedness*", "*History and Certain Corporate Matters*" and "*Restated Consolidated Financial Information*" on page 428, 218 and 253 in this Red Herring Prospectus respectively, our Promoters have not given any material guarantee to any third party in respect of the Equity Shares.

There are no clauses/covenants included in the guarantee agreements/letter of guarantees which are material in nature.

PROMOTER GROUP

In addition to the Promoters mentioned above, the individuals and entities that form part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations, 2018 are set out below:

I. Individual Promoters:

a. *Individuals who are a part of our Promoter Group:*

Relation	Promoter Group Individual
Arun Kumar Jain	
Jyoti Jain	*Spouse*
Kamlesh Jain	*Mother*
Renu Tandon	*Sister*
Vinod Kumar Jain	*Brothers*
Shivashish Jain	*Brother*
Riddharth Jain	*Son*
Anshita Jain	*Daughter*
Najuk Jain	*Daughter*
Subhash Chand Agrawal	*Brother of the spouse*

Sunita Goyal	*Sister of the spouse*
Rinku Gupta	*Sister of the spouse*
Kiran Devi Mittal	*Sister of the spouse*
Deep Kanta Goyal	*Sister of the spouse*
Anoop Agrawal	
Neetu Agrawal	*Spouse*
Om Prakash Agrawal	*Father*
Vimla Devi Agrawal	*Mother*
Alok Agarwal	*Brother*
Arti Agrawal	*Sister*
Tirth Agrawal	*Son*
Anisha Agrawal	*Daughter*
Omprakash Gupta	*Father of the spouse*
Lata Agrawal	*Mother of the spouse*
Vikas Agrawal	*Brother of the spouse*
Riddharth Jain	
Arun Kumar Jain	*Father*
Jyoti Jain	*Mother*
Anshita Jain	*Sister*
Najuk Jain	*Sister*

b. *Entities who are a part of our Promoter Group*

Entity forming part of Promoter Group
Highway & Tandon Tollways Private Limited
Sacham Highway Real Estates Private Limited
Indore Highway Real Estates Private Limited
Infraa Sshine Private Limited
Highway Enterprises Private Limited
Arun Jain HUF
Techno Star Infrareal LLP
Arun Kumar Jain (Single Firm)
Ajay Ramchandra Tandon HUF
Vinod Kumar Jain (proprietorship)
Qualipack Packagings Private Limited
Anoop Agrawal HUF
Omprakash Agrawal HUF
Yashwant Agrawal & Co.
Arti Construction Company
Elegant Enterprises
Amar Moti Agro Foods LLP
Gangotri Enterprises
International Service Centre
Agrawal Agro Agencies
M.N.G. International
Mahadev Industries
International Filling Centre
Alok Bulk Carrier
Alok Omprakash Agrawal (HUF)
Vikas Agrawal HUF
Omprakash Gupta HUF
Socialact
Highway Greenfield LLP

Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group, see "*Capital Structure – Notes to Capital Structure - Shareholding of our Promoters and Promoter Group*" on page 98.

Other Confirmations

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority. Except as disclosed below, there have been no violations of securities laws committed by any of them in the past or are currently pending against them:

Name of the Promoter	Competent Authority	Regulatory Charge	Status as on date of this RHP
Anoop Agrawal	SEBI	Violation of the provisions of Section 15HA of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "SEBI Act") and various provisions of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003. SEBI conducted an investigation in the year 2011 with respect to suspected price manipulation in the scrip of Iris Mediaworks Limited (previously known as Channel Guide (India) Limited) and then issued a show cause notice dated February 26, 2016 to concerned parties.	Vide adjudicating order dated January 02, 2019 a penalty of ₹ 0.10 million was imposed which was paid on October 21, 2019 and the case closed.

Our Promoters, and members of our Promoter Group have not been declared as wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations and as per RBI master circular dated July 01, 2016.

None of our Promoters or Promoter Group are appearing in the list of directors of struck-off companies by the respective Registrar of Companies, Ministry of Corporate Affairs.

DIVIDEND POLICY

The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act and SEBI Listing Regulations including the rules made thereunder and other relevant regulations, if any, each as amended. Further, the Board shall also have the absolute power to declare interim dividend in compliance with the Act including the Rules made thereunder and other relevant regulations, if any. Our Company has no formal dividend policy as on the date of this Red Herring Prospectus. The dividend policy of our Company was adopted pursuant to the resolution of our Board dated July 01, 2024 ("**Dividend Policy**").

In terms of the Dividend Policy, our Board will consider various internal / financial parameters before declaring or recommending dividend to Shareholders, including, amongst others, (i) the operating cash flow of our Company, (ii) the profits earned during the year, (iii) the profits available for distribution, (iv) the earnings per share, (v) stipulations/covenants of any agreement to which our Company is a party (including; financing documents, investment agreements and shareholders agreement); (vi) applicable legal restrictions; (vii) and overall financial position of our Company;(viii) annual operating plans; (ix) capital budget; (x) quarterly and annual results; (xi) investments including mergers and acquisitions; (xii) funding arrangements; (xiii) changes in accounting policies and applicable accounting standards; (xiv) client related risks; and (xv) any other factors and material events considered relevant by our Board, including those set out in any annual business plan and budget of our Company, if any, and our working capital requirements. Further, our Board will consider external factors, such as industry outlook and economic environment, statutory provisions and guidelines, legislations impacting business, competition, statutory restriction, capital markets, inflation rate, tax implications, and dividend pay-out ratios of companies in the same industry, before declaring dividend. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. Our Company may not distribute dividend or may distribute a reduced quantum of dividend when there is absence or inadequacy of profits. For more information on restrictive covenants under our current loan agreements, see "*Financial Indebtedness*" on page 428.

Our Company has not declared any dividends on the Equity Shares during the last three Fiscals, until the date of this Red Herring Prospectus. The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "*Risk Factors – We cannot assure payment of dividends on the Equity Shares in the future.*" on page 66

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

To,
The Board of Directors, Highway Infrastructure Limited,
57/FA, Scheme No. 94, Piplyahana, Indore - 452016
Madhya Pradesh, India

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Highway Infrastructure Limited (the Company") and its subsidiaries (which includes one unincorporated entity being an Association of Persons over which the Company is having control) (the company and its subsidiaries collectively referred to as the Group"), which comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31st, 2025, March 31st, 2024 and March 31st, 2023, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement, and the Summary Statement of Significant Accounting Policies and Other Explanatory Information, for the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023 (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on June 19th, 2025 for the purpose of inclusion in the Red Herring Prospectus/ Prospectus ["RHP"/"Prospectus"] prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of :

   a) section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

   c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI"), as amended from time to time (the Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the RHP/Prospectus to be filed with Securities and Exchange Board of India [the SEBI"], BSE Limited and National Stock Exchange of India Limited (collectively, the Stock Exchanges") and the Registrar of Companies, Madhya Pradesh, in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 1B.1 of Annexure V to the Restated Consolidated Financial Information. The responsibility of the respective Board of Directors of the companies and members of the unincorporated entity included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors and members of the AOP are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note, as applicable.

Contd..... 2

3. We have examined such Restated Consolidated Financial Information taking into consideration:

   a) the terms of reference and terms of our engagement agreed upon with you vide our engagement letters dated June 12th, 2024, January 6th, 2025 and May 20th, 2025 in connection with the proposed IPO of equity shares of the Company;

   b) the Guidance Note, which also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   d) the requirements of Section 26 of the Act and the ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   a) the Audited Consolidated Financial Statements of the Group as at and for the year ended March 31st, 2025, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors of the company at their meeting held on June 17th, 2025, by consolidating :

      i) the Audited Standalone Financial Statements of the Company as at and for the year ended March 31st, 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors at their meeting held on June 17th, 2025.

      ii) the Audited Financial Statements of the subsidiary Company as at and for the year ended March 31st, 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors at their meeting held on June 12th, 2025.

      iii) the Audited Financial Statements of the unincorporated subsidiary as at and for the year ended March 31st, 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the members of such subsidiary at their meeting held on June 12th, 2025.

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3

a) the Audited Special Purpose Consolidated Financial Statements of the Group as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors of the company at their meeting held on June 17th, 2025, by consolidating financial statements referred in paras (c), (d) & (e) below.

b) the Audited Special Purpose Standalone Financial Statements of the Company as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors at their meeting held on June 17th, 2025. The same has been compiled by the Management from the Audited Standalone Financial Statements of the Company as at and for the years ended 31st March, 2024 and 31st March, 2023 prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") which have been approved by the Board of Directors at their meetings held on May 28th, 2024 and September 5th, 2023 respectively, by making Ind AS adjustments to such financial statements.

c) the Audited Special Purpose Financial Statements of its subsidiary Company as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors of such Company at their meeting held on June 12th, 2025. The same has been compiled by the Management from the Audited Financial Statements of the subsidiary Company as at and for the years ended 31st March, 2024 and 31st March, 2023, prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") which have been approved by the Board of Directors of such Company at their meetings held on April 30th, 2024 and September 10th, 2023 respectively, by making Ind AS adjustments to such financial statements.

d) the Audited Special Purpose Financial Statements of its unincorporated subsidiary as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the members of such subsidiary at their meeting held on June 12th, 2025. The same has been compiled by the Management from the Audited Financial Statements of the unincorporated subsidiary as at and for the years ended 31st March, 2024 and 31st March, 2023, prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") which have been approved by the members of such subsidiary at their meetings held on April 30th, 2024 and September 2nd, 2023 respectively, by making Ind AS adjustments to such financial statements.

e) the Audited Special Purpose Financial Statements as referred to in paras (d) & (e) above, included in the Restated Consolidated Financial Information of the Company, as at and for the years ended March 31st, 2024 and March 31st, 2023, have been audited by other auditors as per details given below:

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4

Name of the Entity	Relationship	Name of the Audit Firm	Period audited by Other Auditor
Highway & Tandon Tollways Private Limited	Subsidiary Company	D.N. Jhamb & Company Chartered Accountants	Financial years ended March 31st, 2024 and March 31st, 2023
Highway & Tandon Tollways	Subsidiary unincorporated entity – Association of Persons in which the Company is having control (51% share)	Abhishek K. Jain & Associates Chartered Accountants	Financial years ended March 31st, 2024 and March 31st, 2023

5. For the purpose of our examination, we have relied on:

    a) Auditors report issued by us, dated June 17th, 2025 on the Audited Consolidated Financial Statements of the Group as at and for the year ended March 31st, 2025 as referred in Paragraph 4(a) above.

    b) Auditors report issued by us, dated June 17th, 2025 on the Audited Special Purpose Consolidated Financial Statements of the Group as at and for the years ended March 31st, 2024 and March 31st, 2023, as referred in Paragraph 4(b) above.

    c) Auditors report issued by us, dated June 17th, 2025 on the Audited Special Purpose Standalone Financial Statements of the Company as at and for the years ended March 31st, 2024 and March 31st, 2023, as referred in Paragraph 4(c) above.

    d) Auditors report issued by other Auditors, dated June 12th, 2025 on the Audited Special Purpose Financial Statements of the subsidiary company as at and for the years ended March 31st, 2024 and March 31st, 2023, as referred in Paragraph 4(d) above.

    e) Auditors report issued by other Auditors, dated June 12th, 2025 on the Audited Special Purpose Financial Statements of the subsidiary unincorporated entity as at and for the years ended March 31st, 2024 and March 31st, 2023, as referred in Paragraph 4(e) above.

6. The audit report on the Consolidated financial statements as at and for the year ended March 31st, 2025 and the audit report on the Special Purpose Consolidated Financial Statements as at and for the years ended March 31st, 2024 and March 31st, 2023 have been prepared on the basis of audit reports and audited financial statements, which included certain qualifications on matters included in the reports on the Companies (Auditors Report) Order, 2020/ Companies (Auditors Report) Order 2016 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (included in Annexure VI in the attached Restated Summary Statements) which did not require any corrective adjustments.

7. We report that the Restated Consolidated Financial Information do not require any adjustment for the changes in accounting policies, material errors and regrouping/reclassification retrospectively for the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023 so as to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed by the Group.

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8. As indicated in our audit report referred above,

   a) we did not audit the financial statements of both the subsidiaries as at and for the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023 whose share of total assets, total revenues and net cash inflows / (outflows) included in the Restated Consolidated Financial Information, for the relevant years, is tabulated below, which have been audited by other auditors and whose reports have been furnished to us by the Company's management and our opinion on the Restated Consolidated Financial Information, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

[Rs. in Millions]

Particulars	**As at/ for the year ended March 31st, 2025**	**As at/ for the year ended March 31st, 2024**	**As at/ for the year ended March 31st, 2023**
Total Assets	404.91	466.91	389.05
Total Revenue	820.28	1,724.01	1894.49
Net cash flows/(outflows)	16.18	(1.85)	(0.13)

   Our opinion on the Restated Consolidated Financial Information is not modified in respect of this matter.

   b) These other auditors of the subsidiaries, as mentioned above, after examination of the Special Purpose Financial Statements have confirmed that the Special Purpose Financial Statements:

      (i) do not require any adjustment for modification as there is no modification in the underlying audit reports; and

      (ii) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination reports submitted by other auditors as at and for the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023 in respect of the Companys subsidiaries, we report that Restated Consolidated Financial Information:

   a) do not require any adjustment for modification as there is no modification in the underlying audit reports;

   b) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

11. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of reports on the Audited Consolidated Financial Statements and Audit Special Purpose Financial Statements as referred to in paragraph (5) above.

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12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the other auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. Our report is intended solely for use of the Board of Directors for inclusion in the RHP/Prospectus to be filed with Securities and Exchange Board of India, Stock Exchanges and Registrar of Companies, Madhya Pradesh, in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Anil Kamal Garg & Company**
Chartered Accountants ICAI
Firm Registration No.: 004186C

Place: Indore
Dated: June 19th, 2025

(Devendra Bansal)
Partner Membership No.: 078057
ICAI UDIN: 25078057BMNXOB2196

HIGHWAY INFRASTRUCTURE LIMITED [CIN - U45203MP2006PLC018398]

Annexure I

Restated Consolidated Statement of Assets and Liabilities

[In Millions]

	Particulars		Note No.	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	ASSETS					
(1)	**Non-current assets**					
	(a)	Property, Plant and Equipment	2	111.72	125.46	135.56
	(b)	Capital work-in-progress	3	-	-	-
	(c)	Right-of-Use Assets	4	3.03	4.27	2.40
	(d)	Investment Property	5	131.94	149.85	148.59
	(e)	Goodwill		-	-	-
	(f)	Other Intangible assets	6	0.03	0.09	0.23
	(g)	Financial Assets				
	i)	Loans	7	112.50	59.32	15.82
	ii)	Other financial assets	8	44.42	102.84	140.90
	(h)	Deferred tax assets (net)	9	1.47	1.34	(0.61)
	Total Non-current assets			**405.11**	**443.17**	**442.89**
(2)	**Current assets**					
	(a) Inventories		10	866.02	697.84	604.64
	(b) Financial Assets					
	i) Trade receivables		11	398.29	272.35	229.55
	ii) Cash and cash equivalents		12	92.55	168.48	38.00
	iii) Bank balances other than cash and cash equivalents		13	56.15	64.35	50.80
	iv) Other financial assets		14	316.11	323.35	115.19
	(c) Current Tax Assets (net)		15	24.71	18.42	26.66
	(d) Other current assets		16	156.68	38.38	58.17
	Total Current assets			**1,910.51**	**1,583.17**	**1,123.01**
	TOTAL ASSETS			**2,315.62**	**2,026.34**	**1,565.90**

	EQUITY AND LIABILITIES				
(1)	**Equity**				
	(a) Equity Share capital		288.95	96.32	96.32
	(b) Other Equity	17	839.41	835.38	644.91
	Total Equity attributable to equity holders of the parent	18	**1,128.36**	**931.70**	**741.23**
	Non-controlling Interests		48.86	70.15	6.88
			48.86	**70.15**	**6.88**
		19			
	Total Equity		**1,177.22**	**1,001.85**	**748.11**

HIGHWAY INFRASTRUCTURE LIMITED

[CIN - U45203MP2006PLC018398]

Annexure I

Restated Consolidated Statement of Assets and Liabilities (ContdÖ..)

[In Millions]

	Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	Liabilities				
(2)	**Non-current liabilities**				
	(a) Financial liabilities				
	i) Borrowings	20	130.67	84.35	197.20
	ii) Lease liabilities	21	1.35	3.00	2.26
	iii) Other non-current liabilities	22	-	-	-
	(b) Long term provisions	23	3.71	3.58	4.30
	Total non-current liabilities		**135.73**	**90.93**	**203.76**
(3)	**Current liabilities**				
	(a) Financial liabilities				
	i) Borrowings	24	587.48	611.87	436.40
	ii) Lease liabilities	25	1.65	1.47	0.42
	iii) Trade payables	26			
	- total outstanding dues of micro enterprises and small enterprises		64.04	5.68	6.12
	- total outstanding dues of creditors other than micro enterprises and small enterprises		90.22	136.58	67.05
	iv) Other financial liabilities	27	204.57	152.50	85.04
	(b) Other current liabilities	28	38.74	9.46	12.29
	(c) Provisions	29	15.97	16.00	6.71
	Total current liabilities		**1,002.67**	**933.56**	**614.03**
	Total Liabilities		**1,138.40**	**1,024.49**	**817.79**
	TOTAL EQUITY AND LIABILITIES		**2,315.62**	**2,026.34**	**1,565.90**

The above Statement should be read with the Annexure V - Significant Accounting Policies and Other Explanatory Information to Restated Consolidated Financial Information and Annexure VI - Statement of Restatement Adjustments in Audited Financial Statements.

The accompanying notes form an integral part of the Restated Consolidated Financial Information

In terms of our report of even date attached

For and on the behalf of the Board of Directors of

For **Anil Kamal Garg & Company**
Chartered Accountants
ICAI Firm Registration No. : 004186C

Highway Infrastructure Limited

Devendra Bansal	**Arun Kumar Jain**	**Anoop Agrawal**	**Ankit Tandon**	**Saurabh Mittal**	**Palak Rathore**
Partner	Managing Director	Whole Time Director & Chief Financial Officer	Chief Executive Officer	Joint Chief Financial Officer	Company Secretary
Membership No.: 078057					
ICAI UDIN: 25078057BMNXOB2196					
	DIN: 00006132	DIN: 00006120	DIN: 03561530		Membership No. : 73755
Indore, June 19, 2025	Indore, June 19, 2025				

HIGHWAY INFRASTRUCTURE LIMITED
[CIN - U45203MP2006PLC018398]
Annexure II

Restated Consolidated Statement of Profit and Loss

[In Millions]

	Particulars	Note No.	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
	INCOME				
I	Revenue from operations	30	4,957.15	5,734.54	4,551.33
II	Other income	31	87.63	31.22	17.00
III	**TOTAL INCOME**		**5,044.78**	**5,765.76**	**4,568.33**
IV	**EXPENSES**				
	Operating costs	32	4,658.63	5,263.92	4,098.29
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	33	(168.18)	(93.20)	(0.48)
	Employee benefits expense	34	108.70	132.61	126.73
	Finance costs	35	74.35	90.25	73.86
	Depreciation and amortization expense	36	23.95	26.11	25.09
	Other expenses	37	44.78	46.79	49.92
	TOTAL EXPENSES		**4,742.23**	**5,466.48**	**4,373.41**
V	**Restated profit before tax (III-IV)**		**302.55**	**299.28**	**194.92**
VI	Tax expense:				
	Current tax		78.70	86.85	57.91
	Adjustments of tax relating to earlier periods		(0.02)	0.24	0.08
	Deferred tax charge/ (credit)		(0.11)	(1.95)	(1.07)
	Total tax expense (VI)		78.57	85.14	56.92
VII	**Restated profit for the year (V-VI)**		**223.98**	**214.14**	**138.00**
VIII	**Other comprehensive income**	38			
	A. (i) Items that will not be reclassified subsequently to profit or loss		(0.06)	(0.02)	0.37
	(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss		0.02	0.01	(0.09)
	B. (i) Items that will be reclassified subsequently to profit or loss		-	-	-
	(ii) Income tax relating to items that will be reclassified subsequently to profit or loss		-	-	-
	Restated total other comprehensive income/(expense) for the year (net of tax) (VIII)		(0.04)	(0.01)	0.28
IX	**TOTAL COMPREHENSIVE INCOME FOR THE YEAR (NET OF TAX) (VII+ VIII)**		**223.94**	**214.13**	**138.28**

HIGHWAY INFRASTRUCTURE LIMITED

[CIN - U45203MP2006PLC018398]

Annexure II

Restated Consolidated Statement of Profit and Loss (ContdÖ..)

[In Millions]

	Particulars	Note No.	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
X	Restated Profit for the year attributable to :				
	- Owners of the company		196.70	189.62	117.12
	- Non-controlling interest	39	27.28	24.52	20.88
XI	Restated other comprehensive income attributable to :				
	- Owners of the company		(0.04)	(0.01)	0.28
	- Non-controlling interest		-	-	-
XII	Restated total comprehensive income attributable to :				
	- Owners of the company		196.66	189.61	117.40
	- Non-controlling interest		27.28	24.52	20.88
XIII	Earnings per equity share*	40			
	Basic (in Rs.)		3.40	3.28	2.03
	Diluted in (Rs.)		3.40	3.28	2.03
	**Also Refer Note - 17 for changes in number of equity shares outstanding*				

The above Statement should be read with the Annexure V - Significant Accounting Policies and Other Explanatory Information to Restated Consolidated Financial Information and Annexure VI - Statement of Restatement Adjustments in Audited Financial Statements.

The accompanying notes form an integral part of the Restated Consolidated Financial Information

In terms of our report of even date attached

For and on the behalf of the Board of Directors of

For Anil Kamal Garg & Company
Chartered Accountants
ICAI Firm Registration No. : 004186C

Highway Infrastructure Limited

Devendra Bansal	**Arun Kumar Jain**	**Anoop Agrawal**	**Ankit Tandon**	**Saurabh Mittal**	**Palak Rathore**
Partner	Managing Director	Whole Time Director &	Chief Executive Officer	Joint Chief Financial Officer	Company Secretary
Membership No.: 078057		Chief Financial Officer			
ICAI UDIN: 25078057BMNXOB2196					
	DIN : 00006132	DIN : 00006120	DIN : 03561530		Membership No. : 73755
Indore, June 19, 2025			Indore, June 19, 2025		

HIGHWAY INFRASTRUCTURE LIMITED

[CIN - U45203MP2006PLC018398]

Annexure III

Restated Consolidated Statement of Changes in Equity

A. **Equity Share Capital**

[In Millions]

Particulars	Number of Shares	Total
Balance as at 1st April, 2022	96,31,534	96.32
Changes in equity share capital during the year	-	-
Balance as at 31st March, 2023	96,31,534	96.32
Changes in equity share capital during the year	-	-
Balance as at 31st March, 2024	96,31,534	96.32
Changes in equity share capital during the year	4,81,57,670	192.63
Balance as at 31st March, 2025	5,77,89,204	288.95

B. **Other Equity**

For the year ended 31st March, 2023

[In Millions]

Particulars	Reserve and Surplus		Other Comprehensive Income	Total Other Equity	Non-Controlling Interests
	General Reserve	Retained Earnings			
Balance at the beginning of reporting period as at 1st April, 2022	5.00	523.15	0.23	528.38	9.01
Changes in accounting policies/prior period errors	-	-	-	-	-
Restated balance at the beginning of reporting period as at 1st April, 2022	**5.00**	**523.15**	**0.23**	**528.38**	**9.01**
Profit for the financial year 2022-23	-	117.12	-	117.12	20.88
Acturial (gain)/losses due to remeasurement of defined benefit obligations	-	-	0.37	0.37	-
Tax impacts of items reclassified in other comprehensive income	-	-	(0.09)	(0.09)	-
Net impact of minority's share in unincorporated subsisidiary	-	-	-	-	(23.01)
Total comprehensive income for the financial year 2022-23	**-**	**117.12**	**0.28**	**117.40**	**(2.13)**

Transfer from/(to) retained earnings	5.00	(5.00)	-	-	-
Add/(Less) : Transition impact as per Ind AS 101					
- Remeasurement of non current borrowings at amortised cost	-	(0.59)	-	(0.59)	-
- Acturial (gain)/losses due to remeasurement of defined benefit obligations	-	(0.37)	-	(0.37)	-
- Tax impacts of items reclassified in other comprehensive income	-	0.09	-	0.09	-
	5.00	(5.87)	-	(0.87)	-
Balance at the end of reporting period as at 31st March, 2023	**10.00**	**634.40**	**0.51**	**644.91**	**6.88**

For the year ended 31st March, 2024

[In Millions]

Particulars	Reserve and Surplus		Other Comprehensive Income	Total Other Equity	Non-Controlling Interests
	General Reserve	Retained Earnings			
Balance at the beginning of reporting period as at 1st April, 2023	10.00	634.40	0.51	644.91	6.88
Changes in accounting policies/prior period errors	-	-	-	-	-
Restated balance at the beginning of reporting period as at 1st April, 2023	**10.00**	**634.40**	**0.51**	**644.91**	**6.88**
Profit for the financial year 2023-24	-	189.62	-	189.62	24.52
Other comprehensive income for the financial year 2023-24	-	-	(0.02)	(0.02)	-
Tax impacts of items reclassified in other comprehensive income	-	-	0.01	0.01	-
Net impact of minority's share in unincorporated subsisidiary	-	-	-	-	38.75
Total comprehensive income for the financial year 2023-24	**-**	**189.62**	**(0.01)**	**189.61**	**63.27**
Transfer from/(to) retained earnings	10.00	(10.00)	-	-	-
Add/(Less) : Transition impact as per Ind AS 101					
- Remeasurement of non current borrowings at amortised cost	-	0.85	-	0.85	-

- Acturial (gain)/losses due to remeasurement of defined benefit obligations	-	0.02	-	0.02	-
- Tax impacts of items reclassified in other comprehensive income	-	(0.01)	-	(0.01)	-
	10.00	(9.14)	-	0.86	-
Balance at the end of reporting period as at 31st March, 2024	**20.00**	**814.88**	**0.50**	**835.38**	**70.15**

For the year ended 31st March, 2025

[In Millions]

Particulars	Reserve and Surplus		Other Comprehensive Income	Total Other Equity	Non-Controlling Interests
	General Reserve	Retained Earnings			
Balance at the beginning of reporting period as at 1st April, 2024	20.00	814.88	0.50	835.38	70.15
Changes in accounting policies/prior period errors	-	-	-	-	-
Restated balance at the beginning of reporting period as at 1st April, 2024	**20.00**	**814.88**	**0.50**	**835.38**	**70.15**
Profit for the financial year 2024-25	-	196.70	-	196.70	27.28
Other comprehensive income for the financial year 2024-25	-	-	(0.06)	(0.06)	-
Tax impacts of items reclassified in other comprehensive income	-	-	0.02	0.02	-
Net impact of minority's share in unincorporated subsisidiary	-	-	-	-	(48.57)
Total comprehensive income for the year ended 31st March, 2025	**-**	**196.70**	**(0.04)**	**196.66**	**(21.29)**
Transfer from/(to) retained earnings	10.00	(10.00)	-	-	-
Capitalization of reserve for issuance of bonus shares	-	(192.63)	-	(192.63)	-
	10.00	**(202.63)**	**-**	**(192.63)**	**-**
Balance at the end of reporting period as at 31st March, 2025	**30.00**	**808.95**	**0.46**	**839.41**	**48.86**

The above Statement should be read with the Annexure V - Significant Accounting Policies and Other Explanatory Information to Restated Consolidated Financial Information and Annexure VI - Statement of Restatement Adjustments in Audited Financial Statements.

The accompanying notes form an integral part of the Restated Consolidated Financial Information

In terms of our report of even date attached

For and on the behalf of the Board of Directors of

For Anil Kamal Garg & Company
Chartered Accountants
ICAI Firm Registration No.: 004186C

Highway Infrastructure Limited

Devendra Bansal	**Arun Kumar Jain**	**Anoop Agrawal**	**Ankit Tandon**	**Saurabh Mittal**	**Palak Rathore**
Partner	Managing Director	Whole Time Director &	Chief Executive Officer	Joint Chief Financial Officer	Company Secretary
Membership No.: 078057		Chief Financial Officer			
ICAI UDIN: 25078057BMNXOB2196					
.	DIN: 00006132	DIN: 00006120	DIN: 03561530		Membership No.: 73755
Indore, June 19, 2025		Indore, June 19, 2025			

HIGHWAY INFRASTRUCTURE LIMITED [CIN - U45203MP2006PLC018398]
Annexure IV

Restated Consolidated Statement of Cash Flows

[In Millions]

S.No.	Particulars	Year ended 31st March, 2025		Year ended 31st March, 2024		Year ended 31st March, 2023	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**						
	Restated profit before tax		302.55		299.28		194.92
	Adjustments for :						
	Depreciation and amortization expense	23.95		26.11		25.09	
	Interest expense on lease liabilities	0.38		0.48		0.26	
	Other finance costs	73.97		89.77		73.60	
	Interest income	(21.24)		(16.34)		(6.77)	
	Land lease income	(0.39)		(0.37)		(0.36)	
	Profit on sale of investment properties	(28.42)		(0.57)		(0.66)	
	(Profit) / Loss on sale of Property, Plant and Equipment	(3.38)		4.04		0.42	
	Remeasurement of Defined Benefit Plans	(0.06)	44.81	(0.02)	103.10	0.27	91.85
	Operating Profit before Working Capital Changes		**347.36**		**402.38**		**286.77**
	Net change in:						
	Inventories	(168.18)		(93.19)		(0.49)	
	Trade receivables	(125.95)		(42.80)		(59.67)	
	Other financial assets	7.24		(208.17)		40.85	
	Other current assets	(118.30)		19.79		(13.11)	
	Trade payables	12.00		69.10		(133.46)	
	Other financial liabilities	52.07		67.47		4.97	
	Other current liabilities	29.28		(2.83)		(25.66)	
	Short term provisions	(0.03)	(311.87)	9.30	(181.33)	(9.71)	(196.28)
	Cash generated from/ (used in) Operations		35.49		221.05		90.49
	Direct Taxes Paid (Net)		84.98		78.86		48.98
	Net Cash generated from/ (used in) Operating Activities		**(49.49)**		**142.19**		**41.51**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**						
	Purchase of Property, Plant and Equipment and Other Intangible assets		(16.88)		(33.96)		(24.71)
	Proceeds from sale of Property, Plant and Equipment		11.36		15.24		10.79
	Purchase of Investment Property		(2.60)		(3.79)		-
	Proceeds from sale of Investment Property		48.93		3.10		3.19

	Movement in other long term loans and advances		(53.18)		(43.50)		(15.82)
	Movement in other non-current financial assets		58.42		38.07		(0.33)
	Investment in Fixed Deposits		100.96		(90.88)		6.52
	Movement in Non-controlling interests		(48.55)		38.74		(23.01)
	Interest Income		21.24		16.34		6.77
	Land Lease Income		0.39		0.37		0.36
	Net Cash generated from/ (used in) Investing Activities		**120.09**		**(60.27)**		**(36.24)**

Annexure IV

Restated Consolidated Statement of Cash Flows (ContdÖ..)

[In Millions]

S.No.	Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
C.	**CASH FLOW FROM FINANCING ACTIVITIES**			
	Proceeds/ (Repayment) of Long term borrowings	46.32	(112.00)	5.27
	Proceeds/ (Repayment) of Short term borrowings	(24.39)	175.46	60.18
	Proceeds/ (Repayment) of Other non-current liabilities	-	-	(1.51)
	Movement in Long term provisions	0.13	(0.72)	0.06
	Payment of Lease Liabilities including Interest thereon	(1.85)	(1.74)	(0.64)
	Other Finance Costs	(73.97)	(89.77)	(73.60)
	Net Cash generated from/ (used in) Financing Activities	**(53.76)**	**(28.77)**	**(10.24)**
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS [A+B+C]	16.84	53.15	(4.97)
	Cash and cash equivalents at the beginning of the year	65.25	12.10	17.07
	Cash and cash equivalents at the end of the year	**82.09**	**65.25**	**12.10**
	Components of cash and cash equivalents as at the year end :			
	Balance with Banks in Current Accounts	75.29	57.92	11.00
	Cash on Hand	6.80	7.33	1.10
		82.09	**65.25**	**12.10**

Components of cash and cash equivalents considered only for the purpose of cash flow statement

[In Millions]

Particulars	As at March 31st, 2025	As at March 31st, 2024	As at March 31st, 2023
Balance with Banks in Current Accounts	75.29	57.92	11.00
Cash on Hand	6.80	7.33	1.10
Cash and cash equivalents (closing) (refer note 12)	82.09	65.25	12.10

[CIN - U45203MP2006PLC018398]

Annexure IV

Non-cash financing activities

[In Millions]

Particulars	As at March 31st, 2025	As at March 31st, 2024	As at March 31st, 2023
Acquisition of Right of use assets	-	3.05	-

Changes in liabilties arising from financing activities

[In Millions]

Particulars	As at April 1st, 2022	Cash flows	Others	As at March 31st, 2023
Non-current borrowings	191.35	5.27	0.58	197.20
Non-current lease liabilties	2.68	-	(0.42)	2.26
Other non-current liablities	1.51	(1.51)	-	-
Long term provisions	4.24	0.06	-	4.30
Current borrowings	376.23	60.18	(0.01)	436.40
Current lease liabilities	0.38	(0.64)	0.68	0.42
Total Liabilties from financing activities	**576.39**	**63.36**	**0.83**	**640.58**

Changes in liabilties arising from financing activities

[In Millions]

Particulars	As at April 1st, 2023	Cash flows	Others	As at March 31st, 2024
Non-current borrowings	197.20	(112.00)	(0.85)	84.35
Non-current lease liabilties	2.26	-	0.74	3.00
Long term provisions	4.30	(0.72)	-	3.58
Current borrowings	436.40	175.46	0.01	611.87
Current lease liabilities	0.42	(1.74)	2.79	1.47
Total Liabilties from financing activities	**640.58**	**61.00**	**2.69**	**704.27**

HIGHWAY INFRASTRUCTURE LIMITED

[CIN - U45203MP2006PLC018398]

Annexure IV

Restated Consolidated Statement of Cash Flows (ContdÖ..)

Changes in liabilties arising from financing activities

[In Millions]

Particulars	As at April 1st, 2024	Cash flows	Others	As at March 31st, 2025
Non-current borrowings	84.35	46.32	-	130.67
Non-current lease liabilties	3.00	-	(1.65)	1.35
Long term provisions	3.58	0.13	-	3.71
Current borrowings	611.87	(24.39)	-	587.48
Current lease liabilities	1.47	(1.85)	2.03	1.65
Total Liabilties from financing activities	**704.27**	**20.21**	**0.38**	**724.86**

Notes:

(i) Others in borrowing represents impact of amortisation of upfront fees paid on borrowing, remeasurement of long term borrowing and reclassification of borrowings.

(ii) Others in lease liability includes effect of interest accrual on lease liability, addtion to lease liabiltiy, remeasurement and reclassification of lease liabiltiy .

Note :

The Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (Ind AS) 7 on 'Statement of Cash Flows' issued by the Institute of Chartered Accountants of India.

The above Statement should be read with the Annexure V - Significant Accounting Policies and Other Explanatory Information to Restated Consolidated Financial

Information and Annexure VI - Statement of Restatement Adjustments in Audited Financial Statements. The accompanying notes form an integral part of the

Restated Consolidated Financial Information

In terms of our report of even date attached

For and on the behalf of the Board of Directors of

For Anil Kamal Garg & Company			Highway Infrastructure Limited		
Chartered Accountants					
ICAI Firm Registration No.: 004186C					
Devendra Bansal	**Arun Kumar Jain**	**Anoop Agrawal**	**Ankit Tandon**	**Saurabh Mittal**	**Palak Rathore**
Partner	Managing Director	Whole Time Director & Chief Financial Officer	Chief Executive Officer	Joint Chief Financial Officer	Company Secretary
Membership No.: 078057					
ICAI UDIN: 25078057BMNXOB2196	DIN: 00006132	DIN: 00006120	DIN: 03561530		Membership No.: 73755
Indore, June 19, 2025		Indore, June 19, 2025			

(i) **HIGHWAY INFRASTRUCTURE LIMITED [CIN - U45203MP2006PLC018398]**

Annexure V

Summary Statement of Significant Accounting Policies and Other Explanatory Information

NOTE - 1A - CORPORATE INFORMATION

Highway Infrastructure Limited ("the Company" or "the Parent Company"), was, initially incorporated as a Partnership Firm, under The Indian Partnership Act, 1932, in the year 1995, in the name of 'Highway Enterprises' and subsequently got converted into a Private Limited Company by the name 'Highway Infrastructure Private Limited' on February 10th, 2006 under the erstwhile Companies Act, 1956. Thereafter, the status of the company was changed to a Public Limited Company w.e.f. May 4th, 2018. The Registered Office of the Company is situated at 57/FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore (M.P.) - 452016.

The Group, comprising of the company along with its one subsidiary company 'Highway & Tandon Tollways Private Limited' and one unincorporated subsidiary entity 'Highway & Tandon Tollways' being an association of person over which the company has substantial control, is engaged in business of running toll plazas, construction activities and real estate development.

NOTE - 1B - SIGNIFICANT ACCOUNTING POLICIES

1B.1 Basis of Preparation of Restated Consolidated Financial Information

The Restated Consolidated Financial Information of the Group comprise of the Restated Consolidated Statement of Assets and Liabilities of the Company and its subsidiaries, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows and the Summary Statement of Significant Accounting Policies and Other Explanatory Information for the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023 (collectively, the Restated Consolidated Financial Information")

These Restated Consolidated Financial Information have been prepared by the Management of the Company for the purpose of inclusion in the Red Herring Prospectus/ Prospectus ["RHP"/"Prospectus"] to be filed by the Company with Securities and Exchange Board of India [the SEBI"], BSE Limited and National Stock Exchange of India Limited (collectively, the Stock Exchanges") and the Registrar of Companies, Madhya Pradesh, in connection with the proposed Initial Public Offering (IPO") of its equity shares of the Company (the Offer").

The Restated Consolidated Financial Information, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act").

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

These Restated Consolidated Financial Information have been compiled by the management from

(a) the Audited Consolidated Financial Statements of the Group as at and for the year ended March 31st, 2025, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors of the company at their meeting held on June 17th, 2025, by consolidating :

i) the Audited Standalone Financial Statements of the Company as at and for the year ended March 31st, 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors at their meeting held on June 17th, 2025.

ii) the Audited Financial Statements of the subsidiary Company as at and for the year ended March 31st, 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors at their meeting held on June 12th, 2025.

iii) the Audited Financial Statements of the unincorporated subsidiary as at and for the year ended March 31st, 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the members of such subsidiary at their meeting held on June 12th, 2025.

(b) the Audited Special Purpose Consolidated Financial Statements of the Group as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors of the company at their meeting held on June 17th, 2025, by consolidating financial statements referred in paras (c), (d) & (e) below.

(c) the Audited Special Purpose Standalone Financial Statements of the Company as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors at their meeting held on June 17th, 2025. The same has been compiled by the Management from the Audited Standalone Financial Statements of the Company as at and for the years ended 31st March, 2024 and 31st March, 2023 prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") which have been approved by the Board of Directors at their meetings held on May 28th, 2024 and September 5th, 2023 respectively, by making Ind AS adjustments to such financial statements.

(d) the Audited Special Purpose Financial Statements of its subsidiary Company as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors of such Company at their meeting held on June 12th, 2025. The same has been compiled by the Management from the Audited Financial Statements of the subsidiary Company as at and for the years ended 31st March, 2024 and 31st March, 2023, prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") which have been approved by the Board of Directors of such Company at their meetings held on April 30th, 2024 and September 10th, 2023 respectively, by making Ind AS adjustments to such financial statements.

(e) the Audited Special Purpose Financial Statements of its unincorporated subsidiary as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the members of such subsidiary at their meeting held on June 12th, 2025. The same has been compiled by the Management from the Audited Financial Statements of the unincorporated subsidiary as at and for the years ended 31st March, 2024 and 31st March, 2023, prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") which have been approved by the members of such subsidiary at their meetings held on April 30th, 2024 and September 2nd, 2023 respectively, by making Ind AS adjustments to such financial statements.

These Restated Consolidated Financial Information have been prepared by the Group on the basis that it will continue to operate as a going concern.

The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of reports.

Unless otherwise stated, the Restated Consolidated Financial Information are presented in Indian Rupee (Rs.) and all values are rounded to the nearest millions.

1B.2 **Principles of Consolidation**

The Restated Consolidated Financial Information comprise the Financial Statements of the Parent company and its subsidiaries (which includes one unincorporated entity being an Association of Persons over which the Company is having control) for the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023.

The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is demonstrated through existing rights that give the current ability to direct the relevant activities of the entity that significantly affect the entity's returns.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),

(b) Exposure, or rights, to variable returns from its involvement with the investee, and

(c) The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) The contractual arrangement with the other vote holders of the investee

(b) Rights arising from other contractual arrangements

(c) The Groups voting rights and potential voting rights

(d) The size of the Groups holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that group members financial information in preparing the consolidated financial information to ensure conformity with the groups accounting policies.

Consolidation Procedure

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

(b) Offset (eliminate) the carrying amount of the parents investment in each subsidiary and the parents portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Restated Consolidated Statement of Profit and Loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the statements of subsidiaries to bring their accounting policies into line with the Groups accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Groups equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests proportionate share of the fair value of the acquirees identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Groups interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Groups interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind AS's). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

Following subsidiaries, which are incorporated in India, have been considered in the preparation of Restated Consolidated Financial Information:

Name of the Subsidiary	Percentage of Holding		
	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Highway and Tandon Tollways Private Limited	51	51	51

Highway and Tandon Tollways (Association of persons)	51	51	51

1B.3 **Basis of Measurement**

The Restated Consolidated Financial Information have been prepared on a going concern basis using historical cost convention and on accrual method of accounting, except for the Plan assets under Defined Benefit Plans which have been measured at fair value. The accounting policies have been consistently applied by the Group unless otherwise stated.

1B.4 **Functional and Presentation Currency**

These Restated Consolidated Financial Information have been prepared and presented in Indian Rupees (INR), which is also the Group's functional currency.

1B.5 **Rounding Off**

All amounts disclosed in the Restated Consolidated Financial Information and notes have been rounded off to the nearest Millions, unless otherwise stated.

1B.6 **Summary of Significant Accounting Policies**

1B.6.1 Property, Plant and Equipment (PPE)

(a) Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any other cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. Advances paid for the acquisition/ construction of PPE which are outstanding at the balance sheet date are classified under Capital Advances.

(b) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.

(c) Depreciation on Property, Plant and Equipment is provided by parent company and subsidiary company on the basis of useful life of the assets as prescribed in Schedule II to the Companies Act, 2013, whereas Depreciation on Property, Plant and Equipment by the Unincorporated subsidiary has been provided on the rates prescribed by the Income-Tax Rules, 1962. If, significant parts of an item of Property, Plant and Equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of Property, Plant and Equipment.

(d) 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.

(e) Gains or losses arising from derecognition of a property, plant and equipment 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 derecognised.

(f) Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as “stores & spares” forming part of the inventory.

(g) The Group has adopted the cost model of subsequent recognition to measure the Property, Plant and Equipment. Consequently, all Property, Plant and Equipment are carried at its cost less accumulated depreciation and accumulated impairment losses, if any.

1B.6.2 Intangible Assets

(i) Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

(ii) The useful lives of intangible assets are assessed as either finite or indefinite.

(iii) Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

(iv) An intangible asset is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognized.

1B.6.3 Depreciation and Amortisation

(i) Depreciation on Property, Plant and Equipment is provided by Parent Company on the straight line method and Subsidiary Company by Written down value method in the manner prescribed under Schedule II to the Companies Act, 2013. Further, its unincorporated subsidiary entity has provided depreciation on the written down value method as per depreciation rate prescribed in Schedule VI of the Income Tax Rules,1962.

(ii) Depreciation on addition to Property, Plant and Equipments in case of parent and subsidiary company are provided on pro-rata basis from the date of assets are ready for intended use. Depreciation on sale/discarded from Property, Plant and Equipments are provided for up to the date of sale, deduction or discard of pro-rata as the case may be.

(iii) Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

(iv) The useful live of PPE Assets are estimated as follows:

S.No	Type of Asset	Schedule II Life (years)	Useful Lives
1	Furniture & Fixtures	10	10
2	Plant & Machineries	9-15	9-15
3	Other Machineries	15	15
4	Earth Moving Equipments	9	9
5	Electrical Fittings & Equipments	15	15
6	Office/ Electric Equipments	5	5
7	Vehicles	8	8

8	Computers	3	3

(v) The useful live of intangible assets are estimated as follows:

Type of Asset	Schedule II Life (years)	Useful Lives
Software	5	5

1B.6.4 Capital Work-in-Progress

(a) Expenditure incurred on assets under construction (including a project) is carried at cost under 'Capital Work-in-Progress'. Such costs comprises purchase price of asset including import duties and non-refundable taxes and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and after deducting trade discounts and rebates.

(b) Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under 'Capital Work-in-Progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

(c) Capital Expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under 'Capital Work-in-Progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

1B.6.5 Impairment of Non-Financial Assets - Property, Plant and Equipment

(a) The Company and its Subsidiaries assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of Assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

(b) An impairment loss is recognised in the Statement of Profit and Loss to the extent, assets carrying amount exceeds its recoverable amount. The recoverable amount is higher of an assets fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

(c) The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior.

(d) Intangible assets with indefinite useful lives are tested for impairment annually at the end of the financial year at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired

1B.6.6 Leases

The Company as a lessee

(a) The Company's lease asset classes primarily consist of leases for land and building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset
(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease, and
(iii) the Company has the right to direct the use of the asset.

(b) Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

(c) At the date of commencement of the lease, the Company recognizes a Right-of-Use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

(d) The lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

(e) The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

(f) ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

(g) The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

(h) Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

(a) The Company has not entered into any material lease contract in the capacity of "Lessor".

1B.6.7 Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including import duties, non- refundable taxes, after deducting trade discounts & rebates, borrowing cost if capitalization criteria are met and any cost directly attributable in bringing the asset to the location and condition necessary for it to be ready for its intended use. After initial recognition, the Company measures investment property by using cost model.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the period in which the property is derecognized.

Although investment property is measured using cost model, the fair value of investment property is disclosed in the Notes in accordance with Ind AS 40-; Investment Property'.

1B.6.8 Assets Held For Sale

The assets are classified as held for sale if their carrying amount is intended to be recovered principally through sale rather than through continuing use. The condition for classification of held for sale is met when the asset is available for immediate sale and the same is highly probable of being completed within one year from the date of classification under the head 'Assets Held for Sale'. The Company, is not holding any asset which is to be classified as 'Assets Held For Sale'.

1B.6.9 Financial Instruments

(a) Financial Assets

(i) Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value, are adjusted to the fair value, through profit and loss, on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

(ii) Subsequent measurement

Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset not classified as either amortised cost or FVTOCI, is classified as FVTPL.

(iii) Reclassification of Financial Assets

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 ñ Financial Instruments.

(iv) Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in Other Comprehensive Income. However, dividend on such equity investments are recognised in Statement of Profit and loss when the companys right to receive payment is established.

(v) Impairment of financial assets

In accordance with Ind AS 109, the Company uses Expected Credit Loss (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(b) Financial Liabilities

(i) Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

(ii) Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(c) Derivative financial instruments and Hedge Accounting

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

(i) Cash flow hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

(ii) Fair Value Hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

(d) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(e) Modification

A modification of a financial asset or liabilities occurs when the contractual terms governing the cash flows of a financial asset or liabilities are renegotiated or otherwise modified between initial recognition and maturity of the financial instruments. Any gain/ loss on modification is charged to restated consolidated statement of profit and loss.

(f) Offsetting

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

1B.6.10 Inventories

(a) Raw materials, components, construction materials, stores, spares are valued at lower of the cost or net realisable value.

(b) Work-in-Progress, Developed properties and Properties under development are valued at lower of specifically identifiable cost or net realisable value.

1B.6.11 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand, cash at banks and short-term deposits with banks with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of change in value.

1B.6.12 Provisions, Contingent Liabilities and Contingent Assets

(a) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, 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. Such provisions are determined based on management's estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

(b) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(c) Contingent liabilities are disclosed on the basis of judgment of the management. These are reviewed at each balance sheet date and are adjusted to reflect the current management's estimate.

(d) Contingent assets are not recognized but are disclosed in the financial statements only when inflow of economic benefits is probable.

1B.6.13 Operating Cycle

(a) The Company presents its assets and liabilities in the balance sheet based on current/non-current classification which is based upon the Company's operating cycle. The Company has identified twelve months as its operating cycle.

(b) An asset is treated as current when it is:

   (i) Expected to be realized or intended to be sold or consumed in normal operating cycle;

   (ii) Held primarily for the purpose of trading;

   (iii) Expected to be realized within twelve months after the reporting period; or

   (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

(c) A liability is treated as current when:

   (i) It is expected to be settled in normal operating cycle;

   (ii) It is held primarily for the purpose of trading;

   (iii) It is due to be settled within twelve months after the reporting period; or

   (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

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

1B.6.14 Revenue from Operations

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue comprises:

(a) Toll Revenue

Toll Revenue is recognised in respect of toll charges collected at the respective Tolls.

(b) Works Contract Receipts

In respect to Construction activities, the company is following the Percentage of Completion method and accordingly, the revenue is recognized and recovered on bill to bill basis and expenses are booked as incurred thereby giving rise to work in progress. However, it is not practicable to disclose stage of completion of contract. The main activity of the Group, besides operating / maintaining toll plazas, is taking Government & other Contracts, which are fixed in terms of item rate basis or percentage on C.S.R. / S.O.R. basis, and billing is made on running verification by the Contractee.

(c) Real Estate Sales

In respect to Real Estate Business as Land Owner, Builder & Colonizer, the Group is following the method to recognize revenue when the ownership of the property is transferred i.e. on execution of the registered sale deed of the said property in the name of customer.

(d) Machinery & Equipment Hire Charges

Hire Charges from Machinery & equipment is accounted on accrual basis.

1B.6.15 Other Income

(a) Interest Income

For all Debt Instruments measured either at Amortized Cost or at Fair Value through Other Comprehensive Income, interest income is recorded using the Effective Interest Rate [EIR]. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability.

(b) All Other Incomes are recognized and accounted for on accrual basis.

1B.6.16 Government Grants

(i) The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Government grants related to assets are presented by deducting the grant from the carrying amount of the asset. Government grants related to revenue are recognized on a systematic basis in net profit in the Statement of Profit and Loss over the periods necessary to match them with the related costs which they are intended to compensate.

(ii) Government grants are recognized where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

(iii) When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

1B.6.17 Employee Benefits Expense

(a) Short Term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

(b) Post-Employment Benefits - Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund and ESIC Fund. The Group recognises contribution payable to the provident fund scheme and ESIC fund scheme, as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to that extent.

(c) Post-Employment Benefits - Defined Benefits Plans

(i) The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(ii) The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the provisions of the Payment of Gratuity Act, 1972.

(iii) The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by the governing Income-Tax authorities.

(iv) The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method , with Actuarial Valuations and spread over the period during which the benefit is expected to be derived from employees services. The liability recognized in the statement of financial position for defined benefit plans is the present value of the Defined Benefit Obligation (DBO) at the reporting date less the fair value of plan assets

(v) Re-measurements of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

1B.6.18 Finance Cost

(a) Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

(b) Interest income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

(c) All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

1B.6.19 Income Taxes

(a) Income-Tax expense comprises of current and deferred income tax. Income tax expense is recognised in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income or Equity.

(b) Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

(c) Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

(d) Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

(e) Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

(f) Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised.

1B.6.20 Foreign Currency Transactions and Translations

(a) Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

(b) Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalised as cost of assets.

(c) Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

1B.6.21 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of shares issued during the year including bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

1B.6.22 Dividend Distribution

Dividends paid are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by the shareholders.

1B.6.23 Statement of Cash Flows

(a) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(b) The Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (Ind AS) 7 on 'Statement of Cash Flows'.

1B.6.24 Segment Reporting

An operating segment is component of the Group that engages in the business activity from which the Group earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker (CODM), in deciding about resources to be allocated to the segment and assess its performance. The Groups chief operating decision maker are the Whole-time Director and CEO.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on a reasonable basis have been included under unallocated revenue / expenses / assets / liabilities".

NOTE - 1C - CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

1C.1 Depreciation / amortisation and useful lives of property plant and equipment / intangible assets

Property, Plant and Equipment / Intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Companys historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

1C.2 Recoverability of Trade Receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

1C.3 Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

1C.4 Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the assets recoverable amount. An assets recoverable amount is the higher of an assets or Cash Generating Units (CGUs) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

1C.5 Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Groups past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOTE - 1D - Changes in Accounting policies and disclosures

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023, to amend the following Ind AS which are effective from April 01, 2023.

1D.1 Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after April 01, 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company and its subsidiary's Restated Summary Statements.

1D.2 Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their significant accounting policies with a requirement to disclose their material accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The amendments are not expected to have a material impact on the Group's Restated Consolidated Financial Information.

1D.3 Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The amendments are not expected to have a material impact on the Group's Restated Consolidated Financial Information.

NOTE - 1E - Standards Notified but Not Yet Effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During year ended March 31, 2025 MCA has not notified any new standards or amendments to the existing standards that are not yet effective.

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Annexure VI

STATEMENT OF RESTATEMENT ADJUSTMENTS IN AUDITED FINANCIAL STATEMENTS

A. Restatement Adjustments

Summarized below are the restatement adjustments made to the equity of the Audited Consolidated Financial Statements/ Audited Special Purpose Consolidated Financial Statements of the Group for the years ended 31st March, 2025, 31st March, 2024 and 31st March, 2023 and their consequential impact on the profit/loss of the Group.

(i) Reconciliation between total equity as per Audited Consolidated Financial Statements/ Audited Special Purpose Consolidated Financial Statements and Restated Consolidated Financia

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
A. Equity Share Capital			
Equity Share Capital as per Audited Consolidated Financial Statements/ Audited Special Purpose Consolidated Financial Statements	288.95	96.32	96.32
Restatement Adjustments	-	-	-
Equity Share Capital as per Restated Consolidated Financial Information (A)	**288.95**	**96.32**	**96.32**
B. Other Equity			
Other Equity as per Audited Consolidated Financial Statements/ Audited Special Purpose Consolidated Financial Statements	839.41	835.38	644.91
Restatement Adjustments	-	-	-
Other Equity as per Restated Consolidated Financial Information (B)	**839.41**	**835.38**	**644.91**
C. Non-Controlling Interests			
Non-Controlling Interests as per Audited Consolidated Financial Statements/ Audited Special Purpose Consolidated Financial Statements	48.86	70.15	6.88
Restatement Adjustments	-	-	-
Non-Controlling Interests as per Restated Consolidated Financial Information (C)	**48.86**	**70.15**	**6.88**
Total Equity (A+B+C)	**1,177.22**	**1,001.85**	**748.11**

(ii) Reconciliation between profit for the year after tax as per Audited Consolidated Financial Statements/ Audited Special Purpose Consolidated Financial Statements and Restated Profit after Tax as per Restated Consolidated Statement of Profit and Loss

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Profit for the year after tax as per Audited Consolidated Financial Statements/ Audited Special Purpose Consolidated Financial Statements	223.98	214.14	138.00
Restatement Adjustments	-	-	-
Restated Profit after tax as per Restated Consolidated Financial Information	223.98	214.14	138.00

Part B: Material regrouping

No regrouping or reclassification was required in the Restated Consolidated Financial Information from those reported in Audited Consolidated Financial Statements/ Audited Special Purpose Consolidated Financial Statements of the Group.

Part C: Non Adjusting Items

Audit qualifications for the respective years, which do not require any adjustments in the Restated Consolidated Financial Information are as follows:

a) There are no audit qualification in auditor's report for the financial years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023.

b) Certain audit qualifications in the nature of comments have been included in the annexure to the Auditors' reports issued under Companies (Auditor's Report) Order, 2020, on the standalone audited financial statements of parent company for the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023 but the same do not require any corrective adjustment in the Restated Consolidated Financial Information. The details are given as under:

i) Clause (iii) of CARO 2020 order for the year ended 31st March, 2023

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made investments as a member in one Association of Person namely M/s. Highway and Tandon Tollways AOP and one subsidiary company namely Highway Tandon and Tollways Pvt. Ltd.. Further, during the year, the company has also provided guarantees in respect of Bank Guarantees issued by the Banks in favour of M/s. Highway Tandon and Tollways AOP & CMR Infrastructure Pvt. Ltd. and in respect of Loan obtained from Bank by one LLP namely M/s. Dharti Highway LLP. The Company has also granted unsecured loans in the nature of loans and advances to companies, in respect of which requisite information is given below.

(a) (i) Based on the audit procedure carried on by us and as per the information and explanation given to us, the details of loans and Gaurantees provided by the Company to companies and other parties, are given herewith in a tabular form, as under:

[In Millions]

Particulars	Subsidiary	Others	Total
A) Loans given			
Aggregate amount of loan advanced during the year ended 31st March, 2023	128.31	-	128.31
Balance Outstanding as at Balance Sheet date i.e. 31st March, 2023	140.64	-	140.64
B) Guarantees given			
Aggregate amount of guarantees given during the year ended 31st March, 2023	-	540.52	540.52
Balance Outstanding as at Balance Sheet date i.e. 31st March, 2023	-	538.69	538.69

(f) According to information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has granted loans to its related parties and Others, without any security, repayable on demand and which does not specify any terms and period of repayment, the details of which are mentioned below:

[In Millions]

Particulars	All Parties	Related Parties	Others
(a) Aggregate of total loans/advances in nature of loan	138.31	128.31	10.00
(b) Out of total loans and advances, repayable on demand / agreement does not specify any terms or period of repayment	138.31	128.31	10.00
Percentage of loans/ advances in nature of loan to the total loans	100.00%	92.76%	7.23%

(ii) Clause(vii)(b) of CARO 2020 order for the year ended 31st March, 2023

[In Millions]

Name of the Statute	Nature of Dues	Amount not Deposited	Period to which the amount relates (F.Y.)	Forum where the dispute is pending
M.P. VAT Act, 2002	Value Added Tax	0.25	2016-17	Deputy Commissioner of Commercial Tax, Indore
		0.20	2017-18	
	(A)	**0.45**		
	Entry Tax			
Entry Tax Act, 1976		1.00	2013-14	Deputy Commissioner of Commercial Tax, Indore
		0.09	2016-17	
	(B)	0.04	2017-18	
	Service Tax	**1.13**		

Service Tax Act, 1994	(C) Total (A+B+C)	6.16 **6.16** **7.74**	2012-2017	Deputy Commissioner of CGST and Central Excise Department, Indore

(iii) Clause (iii) of CARO 2020 order for the year ended 31st March, 2024

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made investments as a member in one Association of Persons namely M/s. Highway and Tandon Tollways AOP and one subsidiary company namely Highway & Tandon Tollways Pvt. Ltd.'. Further, the company has also provided Guarantees in favour of Sacham Highway Real Estate Pvt. Ltd and M/s. Dharti Highway LLP. The Company has also granted unsecured loans in the nature of loans and advances to companies, in respect of which requisite information is given below.

(a) (i) Based on the audit procedure carried on by us and as per the information and explanation given to us, the details of loans and Gaurantees provided by the Company to companies and other parties, are given herewith in a tabular form, as under:

[In Millions]

Particulars	Subsidiary	Associate	Total
A) Loans given Aggregate amount of loan advanced during the year ended 31st March, 2024	22.05	-	22.05
Balance Outstanding as at Balance Sheet date i.e. 31st March, 2024	160.49	-	160.49
B) Guarantees given Aggregate amount of guarantees given during the year ended 31st March, 2024	-	1.40	1.40
Balance Outstanding as at Balance Sheet date i.e. 31st March, 2024	-	55.50	55.50

(f) According to information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has granted loans to its related parties and Others, without any security, repayable on demand and which does not specify any terms and period of repayment, the details of which are mentioned below:

[In Millions]

Particulars	All Parties	Related Parties	Others
(a) Aggregate of total loans/advances in nature of loan	22.05	22.05	-

(b) Out of total loans and advances, repayable on demand / agreement does not specify any terms or period of repayment	22.05	22.05	-
Percentage of loans/ advances in nature of loan to the total loans	100.00%	100.00%	-

iv) Clause(vii)(b) of CAR0 202O order for the year ended 31st March, 2024

[In Millions]

Name of the Statute	Nature of Dues	Amount not Deposited	Period to which the amount relates (F.Y.)	Forum where the dispute is pending
Entry Tax Act, 1976	Entry Tax	0.90	2013-14	Deputy Commissioner of Commercial Tax,
	(A)	**0.90**		Indore
Service Tax Act, 1994	Service Tax	6.16	2012-2017	Deputy Commissioner of CGST and Central
	(B)	**6.16**		Excise Department, Indore
	Total (A+B)	**7.06**		

v) Clause (iii) of CARO 2020 order for the year ended 31st March, 2025

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made investments as a member in one Association of Persons namely M/s. Highway and Tandon Tollways AOP and one subsidiary company namely Highway & Tandon Tollways Pvt. Ltd.'. Further, the company has also provided Guarantees in favour of Sacham Highway Real Estate Pvt. Ltd and M/s. Dharti Highway LLP. The Company has also granted unsecured loans in the nature of loans and advances to companies, in respect of which requisite information is given below.

(a) (i) Based on the audit procedure carried on by us and as per the information and explanation given to us, the details of loans and Gaurantees provided by the Company to companies and other parties, are given herewith in a tabular form, as under:

[In Millions]

Particulars	Subsidiary	Associate	Total
A) Loans given Aggregate amount of loan advanced during the year ended 31st March, 2025	34.76	-	34.76
Balance Outstanding as at Balance Sheet date i.e. 31st March, 2025	177.27	-	177.27
B) Guarantees given Aggregate amount of guarantees given during the year ended 31st March, 2025	-	-	-

Balance Outstanding as at Balance Sheet date i.e. 31st March, 2025	-	1.40	1.40

(f) According to information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has granted loans to its related parties and Others, without any security, repayable on demand and which does not specify any terms and period of repayment, the details of which are mentioned below:

[In Millions]

Particulars	All Parties	Related Parties	Others
(a) Aggregate of total loans/advances in nature of loan	34.76	34.76	-
(b) Out of total loans and advances, repayable on demand / agreement does not specify any terms or period of repayment	34.76	34.76	-
Percentage of loans/ advances in nature of loan to the total loans	100.00%	100.00%	-

vi) Clause(vii)(b) of CAR0 202O order for the year ended 31st March, 2025

[In Millions]

Name of the Statute	Nature of Dues	Amount not Deposited	Period to which the amount relates (F.Y.)	Forum where the dispute is pending
Entry Tax Act, 1976	Entry Tax	0.80	2013-14	Deputy Commissioner of Commercial Tax, Indore
	(A)	**0.80**		
Service Tax Act, 1994	Service Tax	6.49	2012-2017	Deputy Commissioner of CGST and Central Excise Department, Indore
	(B)	**6.49**		
	Total (A+B)	**7.29**		

c) Certain audit qualifications in the nature of comments have been included in the annexure to the Auditors' reports issued under Companies (Auditor's Report) Order, 2020, on the audited financial statements of subsidiary company for the year ended March 31st, 2024 but the same do not require any corrective adjustment in the Restated Consolidated Financial Information. The details are given as under:

i) Clause(xvii) of CARO 2020 order for the year ended 31st March, 2024

The company has incurred a cash loss of Rs.11.76 lakhs in the current financial year. The company has not incurred any cash loss in the immediate preceding financial year.

HIGHWAY INFRASTRUCTURE LIMITED
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Annexure VII

Note - 2 - Property, Plant and Equipment

[In Millions]

Particulars	Plant and Machineries	Electrical Fittings & Equipments	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Total
Cost/ Deemed Cost							
Balance as at April 1st, 2022	128.99	3.23	1.86	34.76	1.17	0.76	170.77
Additions	0.68	-	0.92	19.56	0.36	0.21	21.73
Transfer	-	-	3.15	-	-	-	3.15
Disposal	(7.53)	-	-	(5.22)	-	-	(12.75)
Balance as at March 31st, 2023	**122.14**	**3.23**	**5.93**	**49.10**	**1.53**	**0.97**	**182.90**
Depreciation							
Balance as at April 1st, 2022	16.82	0.36	0.47	6.25	0.30	0.20	24.40
Depreciation charge for the year	16.33	0.36	0.54	6.64	0.35	0.26	24.48
Disposal	(0.83)	-	-	(0.71)	-	-	(1.54)
Balance as at March 31st, 2023	**32.32**	**0.72**	**1.01**	**12.18**	**0.65**	**0.46**	**47.34**
Net Book Value							
Balance as at March 31st, 2023	**89.82**	**2.51**	**4.92**	**36.92**	**0.88**	**0.51**	**135.56**

[In Millions]

Cost/ Deemed Cost							
Balance as at April 1st, 2023	122.14	3.23	5.93	49.10	1.53	0.97	182.90
Additions	7.89	-	0.03	25.33	0.22	0.49	33.96
Transfer	-	-	-	-	-	-	-
Disposal	(20.67)	-	-	(0.72)	-	-	(21.39)
Balance as at March 31st, 2024	**109.36**	**3.23**	**5.96**	**73.71**	**1.75**	**1.46**	**195.47**
Depreciation							

Balance as at April 1st, 2023	32.32	0.72	1.01	12.18	0.65	0.46	47.34
Depreciation charge for the year	14.22	0.32	0.62	8.97	0.31	0.34	24.78
Disposal	(2.04)	-	-	(0.07)	-	-	(2.11)
Balance as at March 31st, 2024	**44.50**	**1.04**	**1.63**	**21.08**	**0.96**	**0.80**	**70.01**
Net Book Value							
Balance as at March 31st, 2024	**64.86**	**2.19**	**4.33**	**52.63**	**0.79**	**0.66**	**125.46**

[In Millions]

Particulars	Plant and Machineries	Electrical Fittings & Equipments	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Total
Cost/ Deemed Cost							
Balance as at April 1st, 2024	109.36	3.23	5.96	73.71	1.75	1.46	195.47
Additions	0.29	-	-	13.74	1.61	1.24	16.88
Transfer	-	-	-	-	-	-	-
Disposal	(10.56)	-	-	(18.78)	-	-	(29.34)
Balance as at March 31st, 2025	**99.09**	**3.23**	**5.96**	**68.67**	**3.36**	**2.70**	**183.01**
Depreciation							
Balance as at April 1st, 2024	**44.50**	**1.04**	**1.63**	**21.08**	**0.96**	**0.80**	**70.01**
Depreciation charge for the year	11.68	0.30	0.42	9.54	0.37	0.34	22.65
Disposal	(7.46)	-	-	(13.91)	-	-	(21.37)
Balance as at March 31st, 2025	**48.72**	**1.34**	**2.05**	**16.71**	**1.33**	**1.14**	**71.29**
Net Book Value							
Balance as at March 31st, 2025	**50.37**	**1.89**	**3.91**	**51.96**	**2.03**	**1.56**	**111.72**

Notes :

1 The title deeds of all the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the concerning entity of the Group.

2 The Group has neither acquired any property, plant and equipment through business combinations nor revalued any of its property, plant and equipment during the year ended 31st March, 2025 or during F.Y. 2023-24 or F.Y. 2022-23.

3 For properties given as securities against borrowings refer Notes 20 & 24.

4 Nil amount of impairment loss is recognised.

5 The Group has not capitalised any expense of revenue nature to the cost of property, plant and equipment.

6 On transition to Ind AS (i.e. 1st April, 2021) the Group has elected to continue with the carrying value of all property, plant and equipment measured as per the previous GAAP and use the carrying value as deemed cost of property, plant and equipment.

Note - 3 - Capital work-in-progress

[In Millions]

Particulars	Furniture & Fixtures	Total
Cost/ Deemed cost		
Balance as at April 1st, 2022	0.18	0.18
Additions	2.97	2.97
Transfer	(3.15)	(3.15)
Disposal	-	-
Balance as at March 31st, 2023	**-**	**-**

[In Millions]

Cost/ Deemed cost		
Balance as at April 1st, 2023	-	-
Additions	-	-
Transfer	-	-
Disposal	-	-
Balance as at March 31st, 2024	**-**	**-**

[In Millions]

Cost/ Deemed cost		
Balance as at April 1st, 2024	-	-
Additions	-	-
Transfer	-	-
Disposal	-	-
Balance as at March 31st, 2025	**-**	**-**

Note - 3.1 - Capital work-in-progress ageing schedule

As at 31st March, 2023

[In Millions]

Particulars	Amount in CWIP for a period of				TOTAL
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

TOTAL	-	-	-	-	-

As at 31st March, 2024

[In Millions]

Particulars	Amount in CWIP for a period of				TOTAL
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
TOTAL	-	-	-	-	-

As at 31st March, 2025

[In Millions]

Particulars	Amount in CWIP for a period of				TOTAL
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
TOTAL	-	-	-	-	-

Note - 4 - Right-of-Use Assets

[In Millions]

Particulars	Office	Land	Total
Gross carrying value			
Balance as at April 1st, 2022	3.36	-	3.36
Additions	-	-	-
Disposal	-	-	-
Balance as at March 31st, 2023	**3.36**	**-**	**3.36**
Depreciation			
Balance as at April 1st, 2022	0.48	-	0.48
Depreciation charge for the year	0.48	-	0.48
Disposal	-	-	-
Balance as at March 31st, 2023	**0.96**	**-**	**0.96**

Net Book Value **Balance as at March 31st, 2023**	**2.40**	**-**	**2.40**

[In Millions]

Gross carrying value			
Balance as at April 1st, 2023	3.36	-	3.36
Additions	-	3.05	3.05
Disposal	-	-	-
Balance as at March 31st, 2024	**3.36**	**3.05**	**6.41**
Depreciation			
Balance as at April 1st, 2023	0.96	-	0.96
Depreciation charge for the year	0.48	0.70	1.18
Disposal	-	-	-
Balance as at March 31st, 2024	**1.44**	**0.70**	**2.14**
Net Book Value **Balance as at March 31st, 2024**	**1.92**	**2.35**	**4.27**

Particulars	Office	Land	Total

[In Millions]

Gross carrying value			
Balance as at April 1st, 2024	3.36	3.05	6.41
Additions	-	-	-
Disposal	-	-	-
Balance as at March 31st, 2025	**3.36**	**3.05**	**6.41**
Depreciation			
Balance as at April 1st, 2024	1.44	0.70	2.14
Depreciation charge for the year	0.48	0.76	1.24
Disposal	-	-	-
Balance as at March 31st, 2025	**1.92**	**1.46**	**3.38**

Net Book Value **Balance as at March 31st, 2025**	**1.44**	**1.59**	**3.03**

Notes:

1 Lease deeds of all the immovable properties included in Right-of-use assets are held in the name of the concerning entity of the Group.

2 The Group has not revalued any of its Right-of-use assets during the year ended 31st March, 2025 or during F.Y. 2023-24 or F.Y. 2022-23.

3 Nil amount of borrowing costs is capitalised.

4 Nil amount of impairment loss is recognised.

(i) **Note - 5 - Investment Property**

[In Millions]

Particulars	Agricultural Lands	Other Lands and Open Plots	Total
Gross carrying value			
Balance as at April 1st, 2022	56.90	94.22	151.12
Additions	-	-	-
Transfer	-	-	-
Disposal	-	(2.53)	(2.53)
Balance as at March 31st, 2023	**56.90**	**91.69**	**148.59**
Depreciation			
Balance as at April 1st, 2022	-	-	-
Depreciation charge for the year	-	-	-
Disposal	-	-	-
Balance as at March 31st, 2023	**-**	**-**	**-**
Net Book Value			
Balance as at March 31st, 2023	**56.90**	**91.69**	**148.59**

[In Millions]

Gross carrying value			
Balance as at April 1st, 2023	56.90	91.69	148.59
Additions	-	3.79	3.79
Transfer	-	-	-
Disposal	-	(2.53)	(2.53)
Balance as at March 31st, 2024	**56.90**	**92.95**	**149.85**
Depreciation			
Balance as at April 1st, 2023	-	-	-
Depreciation charge for the year	-	-	-
Disposal	-	-	-
Balance as at March 31st, 2024	**-**	**-**	**-**
Net Book Value			
Balance as at March 31st, 2024	**56.90**	**92.95**	**149.85**

[In Millions]

Gross carrying value			
Balance as at April 1st, 2024	56.90	92.95	149.85
Additions	2.60	71.10	73.70
Transfer	-	(71.10)	(71.10)
Disposal	(20.51)	-	(20.51)
Balance as at March 31st, 2025	**38.99**	**92.95**	**131.94**
Depreciation			
Balance as at April 1st, 2024	-	-	-

Depreciation charge for the year Disposal	- -	- -	- -
Balance as at March 31st, 2025	**-**	**-**	**-**
Net Book Value			
Balance as at March 31st, 2025	**38.99**	**92.95**	**131.94**

Note - 5.1 - Fair value of Investment property

[In Millions]

Note

1 On transition to Ind AS (i.e. 1st April, 2021) the Group has elected to continue with the carrying value of all investment property measured as per the previous GAAP and use the carrying value as deemed cost of Investment Property.

2 Nil amount of borrowing costs is capitalised.

3 Nil amount of impairment loss

Sno.	Particulars	Valuation technique	Amount		
			As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
1	Agricultural Lands	As per Guideline Value of the respective Property	32.20	50.95	43.91
2	Other Lands and Open Plots		47.16	47.16	40.82
	TOTAL		79.36	98.11	84.73

Note - 6 - Other Intangible assets

[In Millions]

Particulars	Computer Software	Total
Cost/ Deemed cost		
Balance as at April 1st, 2022	0.51	0.51
Additions	-	-
Transfer	-	-
Disposal	-	-
Balance as at March 31st, 2023	**0.51**	**0.51**
Amortisation		
Balance as at April 1st, 2022	0.14	0.14
Amortisation for the year	0.14	0.14
Disposal	-	-
Balance as at March 31st, 2023	**0.28**	**0.28**

Net Book Value		
Balance as at March 31st, 2023	**0.23**	**0.23**

[In Millions]

Particulars	Computer Software	Total
Cost/ Deemed cost		
Balance as at April 1st, 2023	0.51	0.51
Additions	-	-
Transfer	-	-
Disposal	-	-
Balance as at March 31st, 2024	**0.51**	**0.51**
Amortisation		
Balance as at April 1st, 2023	0.28	0.28
Amortisation for the year	0.14	0.14
Disposal	-	-
Balance as at March 31st, 2024	**0.42**	**0.42**
Net Book Value		
Balance as at March 31st, 2024	**0.09**	**0.09**

[In Millions]

Particulars	Computer Software	Total
Cost/ Deemed cost		
Balance as at April 1st, 2024	0.51	0.51
Additions	-	-
Transfer	-	-
Disposal	-	-
Balance as at March 31st, 2025	**0.51**	**0.51**
Amortisation		
Balance as at April 1st, 2024	0.42	0.42
Amortisation for the year	0.06	0.06
Disposal	-	-
Balance as at March 31st, 2025	**0.48**	**0.48**
Net Book Value		
Balance as at March 31st, 2025	**0.03**	**0.03**

Notes:

1 The Group has neither acquired any Intangible assets through business combinations nor revalued any of its intangible assets.

2 The Group is not having any Intangible Assets which are under development.

3 Nil amount of borrowing costs is capitalised.

4 Nil amount of impairment loss is recognised.

5 On transition to Ind AS (i.e. 1st April, 2021) the Group has elected to continue with the carrying value of all Intangible assets measured as per the previous GAAP and use the carrying value as deemed cost of Intangible Assets.

Note - 7 - Non-current loans

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Unsecured			
to related parties	97.50	59.32	14.51
to others	15.00	-	1.31
TOTAL	**112.50**	**59.32**	**15.82**
Note			
Loans receivable considered good	112.50	59.32	15.82
Loans receivable which have significant increase in Credit Risk	-	-	-
Loans receivable - credit impaired	-	-	-
TOTAL	112.50	59.32	15.82

Note :Refer Note 46 for related party details.

Note - 7.1 - Additional regulatory information required by the Companies Act, 2013 as regard to loans or advances

[In Millions]

Type of Borrower	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Amount of Loan or Advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of Loan or Advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of Loan or Advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	97.50	86.67%	17.50	29.50%	14.51	91.72%
Directors	-	-	-	-	-	-
KMPs	-	-	41.82	70.50%	-	-
Other Related Parties	-	-	-	-	-	-
TOTAL	97.50	86.67%	59.32	100.00%	14.51	91.72%

Note – 8 - Other non-current financial assets

[Unsecured, considered good]

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Security Deposits	1.16	69.35	102.64
Balances with banks - in deposit accounts with more than twelve months maturity	43.26	33.49	38.26
TOTAL	44.42	102.84	140.90

Notes:

(i) Entire balance with banks in deposit accounts are held as margin money against bank guarantees.

(ii) Refer Note 46 for related party details.

(iii) Refer Note 48 on Financial instruments for determination of fair value.

Note - 9 - Deferred tax assets (net)

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Deferred tax assets/(liabilities) on account of taxable temporary differences:			
At the beginning of the year	1.34	(0.61)	(1.68)
Add : Credit / (charge) to statement of profit and Loss	0.11	1.95	1.07
Add : Credit / (charge) to Other Comprehensive Income	0.02	-	-
TOTAL	1.47	1.34	(0.61)

Note - 9.1 - Component of deferred tax assets/(liabilities) as at 31st March, 2025

[In Millions]

Particulars	As at 1st April, 2024	Charged/(Credit) to Statement of Profit and Loss	Charged/(Credit) to Other Comprehensive Income	As at 31st March, 2025
Deferred tax assets in relation to :				
Lease liabilities	1.12	(0.37)	-	0.75
Retirement benefits	1.34	0.06	0.02	1.42
(A)	2.46	(0.31)	0.02	2.17
Deferred tax liabilities in relation to :				
Property, Plant and Equipment	0.01	(0.06)	-	(0.05)
Right-of-Use Assets	1.07	(0.31)	-	0.76
Remeasurement of non current borrowings	0.04	(0.05)	-	(0.01)

(B)	1.12	(0.42)	-	0.70
(A-B)	1.34	0.11	0.02	1.47

Note - 9.2 - Component of deferred tax assets/(liabilities) as at 31st March, 2024

[In Millions]

Particulars	As at 1st April, 2023	Charged/(Credit) to Statement of Profit and Loss	As at 31st March, 2024
A. **Deferred tax assets in relation to :**			
Lease liabilities	0.67	0.45	1.12
Retirement benefits	1.27	0.07	1.34
Remeasurement of non current borrowings	0.17	(0.21)	(0.04)
Others	-	-	-
(A)	2.11	0.31	2.42
B. **Deferred tax liabilities in relation to :**			
Property, Plant and Equipment	2.12	(2.11)	0.01
Right-of-Use Assets	0.60	0.47	1.07
(B)	2.72	(1.64)	1.08
(A-B)	(0.61)	1.95	1.34

Note - 9.3 - Component of deferred tax assets/(liabilities) as at 31st March, 2023

[In Millions]

Particulars	As at 1st April, 2022	Charged/(Credit) to Statement of Profit and Loss	As at 31st March, 2023
A. **Deferred tax assets in relation to :**			
Lease liabilities	0.77	(0.10)	0.67
Retirement benefits	1.18	0.09	1.27
Remeasurement of non current borrowings	0.02	0.15	0.17
Others	-	-	-
	1.97	0.14	2.11

(A)			
B. **Deferred tax liabilities in relation to :**			
Property, Plant and Equipment	2.93	(0.81)	2.12
Right-of-Use Assets	0.72	(0.12)	0.60
(B)	3.65	(0.93)	2.72
(A-B)	(1.68)	1.07	(0.61)

Note - 10 - Inventories

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Works contract division			
- Work-in-progress	464.17	356.81	291.54
(A)	464.17	356.81	291.54
Real estate division			
- Developed properties	25.26	26.24	33.14
- Properties under development	376.59	314.79	279.96
(B)	401.85	341.03	313.10
TOTAL (A+B)	866.02	697.84	604.64

Notes:

(i) Amount of inventories recognised as an expense have been disclosed in Note 33.

(ii) For inventories hypothecated as security with banks against working capital loans, refer Note 24 for details.

Note - 11 - Trade receivables

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Secured, considered good	-	-	-
Unsecured, considered good	398.29	272.35	229.55
Trade receivables which have significant increase in credit risk	-	-	-
Less : Impairment for trade receivables	-	-	-
Trade receivables - credit impaired	-	-	-
TOTAL	398.29	272.35	229.55

Notes:

(i) No impairment for trade receivables have been made for expected credit loss as per the judgment of the management.

(ii) Trade Receivables have been hypothecated with Banks against working capital loans, refer Note 24 for details. (iii) Refer Note 46 for related party details.

Note - 11.1 - Trade receivables ageing schedule as at 31st March, 2025

[In Millions]

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) Undisputed trade receivables						
- considered good	307.75	26.90	52.42	7.25	3.97	398.29
- which have significant increase in credit risk	-	-		-	-	-
Less : Impairment for trade receivables	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
(ii) Disputed trade receivables						
- considered good	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
TOTAL	307.75	26.90	52.42	7.25	3.97	398.29

Note - 11.2 - Trade receivables ageing schedule as at 31st March, 2024

[In Millions]

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) Undisputed trade receivables						
- considered good	199.08	39.62	15.06	16.57	2.02	272.35
- which have significant increase in credit risk	-	-		-	-	-
Less : Impairment for trade receivables	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
(ii) Disputed trade receivables						
- considered good	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
TOTAL	199.08	39.62	15.06	16.57	2.02	272.35

Note - 11.3 - Trade receivables ageing schedule as at 31st March, 2023

[In Millions]

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) Undisputed trade receivables						
- considered good	119.09	40.36	56.14	3.37	10.59	229.55
- which have significant increase in credit risk	-	-		-	-	-
Less : Impairment for trade receivables	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
(ii) Disputed trade receivables						
- considered good	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
TOTAL	119.09	40.36	56.14	3.37	10.59	229.55

Note - 12 - Cash and cash equivalents

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Balances with banks in current accounts	75.29	57.92	11.00
Cash on hand	6.80	7.33	1.10
Fixed deposit receipts held against bank guarantees [with maturity less than 3 months]	10.46	103.23	25.90
TOTAL	92.55	168.48	38.00

Note - 13 - Bank balances other than cash and cash equivalents

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Fixed deposit receipts held against bank guarantees [with maturity of 3 months or more uptil 12 months]	56.15	64.35	50.80
TOTAL	56.15	64.35	50.80

Note - 14 - Other financial assets

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Security deposits and retention money held with departments/ principals	316.11	323.35	115.19
Others	-	-	-

TOTAL	316.11	323.35	115.19

Notes:

(i) Refer Note 48 on financial instruments for determination of fair value.

(ii) Refer Note 46 for related party details.

Note - 14.1 - Break-up of financial assets carried at amortised cost

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Non-current loans	112.50	59.32	15.82
Other non-current financial assets	44.42	102.84	140.90
Trade receivables	398.29	272.35	229.55
Cash and cash equivalents	92.55	168.48	38.00
Bank balances other than cash and cash equivalents	56.15	64.35	50.80
Other current financial assets	316.11	323.35	115.19
TOTAL	1,020.02	990.69	590.26

Note - 15 - Current Tax Assets (Net)

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Advance Income-Tax and TDS/ TCS Claim	103.40	105.27	84.56
Less : Provision for Income Tax	(78.69)	(86.85)	(57.90)
Current Tax Assets (Net)	24.71	18.42	26.66

Note - 16 - Other current assets

[Unsecured, considered good]

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
A. **Capital Advances**			
Advance for purchase of land	13.50	0.50	0.50
Advance for purchase of vehicle	-	-	0.05
(A)	13.50	0.50	0.55
B. **Advances other than capital advances**			
Advance to suppliers	27.74	5.26	13.76
Advance for expenses	1.29	0.21	-
Advance to employees	0.38	0.27	0.23
	29.41	5.74	13.99

(B)			
C. **Others**			
Taxes paid under protest	1.24	0.97	0.99
Balances with statutory authorities	18.34	22.87	36.59
Prepaid expenses	37.18	8.30	6.05
Other receivables	57.01	-	-
(C)	113.77	32.14	43.63
TOTAL (A+B+C)	156.68	38.38	58.17

Notes:

(i) None of the advance or receivable has been considered as having significant increase in credit risk or credit impaired loss.

(ii) Refer Note 46 for related party details.

(iii) Prepaid expenses for the F.Y. 2024-25 and F.Y. 2023-24 includes IPO Expenses amounting to Rs. 28.70 millions and Rs. 2.20 millions respectively.

Note - 17 - Equity Share capital

A. **Authorised and paid-up share capital**

[In Millions]

Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised						
Equity Shares of Rs.10/- each	-	-	1,35,00,000	135.00	1,35,00,000	135.00
Equity Shares of Rs.5/- each	8,00,00,000	400.00	-	-	-	-
Issued, subscribed and fully paid-up						
Equity Shares of Rs.10/- each	-	-	96,31,534	96.32	96,31,534	96.32
Equity Shares of Rs.5/- each	5,77,89,204	288.95	-	-	-	-
TOTAL	5,77,89,204	288.95	96,31,534	96.32	96,31,534	96.32

B. **Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

[In Millions]

Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year of Rs. 10/- each	96,31,534	96.32	96,31,534	96.32	96,31,534	96.32
Sub-division of shares of face value of Rs. 10/- each to Rs. 5/- each	1,92,63,068	96.32	-	-	-	-

Bonus Shares issued during the year	3,85,26,136	192.63	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	5,77,89,204	288.95	96,31,534	96.32	96,31,534	96.32

Notes:

(i) The Company has increased its authorised share capital from Rs. 135.00 millions (Rupees One Hundred Thirty Five Millions) divided into 1,35,00,000 (One Crore Thirty Five Lakhs) equity shares of Rs. 10/- each to Rs. 400.00 millions (Rupees Four Hundred Millions) divided into 4,00,00,000 (Four Crores) equity shares of Rs.10/- each vide a Special Resolution passed in Extra Ordinary General Meeting of the Company held on July 24th, 2024.

(ii) The Company vide a Special Resolution passed in its Extra Ordinary General Meeting held on August 2nd, 2024 has sub-divided each of its equity shares having a face value of Rs. 10/- each to Rs.5/- each.

(iii) The Company vide a Special Resolution passed in its Extra Ordinary General Meeting held on August 2nd, 2024 has made allotment of 3,85,26,136 no. of equity shares of face value of Rs.5/- each as bonus shares in the ratio of two new equity shares of Rs.5/- each for one equity share of Rs.5/- each by capitalization of retained earning.

C. **Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Name of Shareholder	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shri Anoop Agrawal	2,15,25,702	37.25%	35,87,397	37.25%	35,87,397	37.25%
Shri Arun Kumar Jain	1,99,53,582	34.53%	33,25,487	34.53%	33,25,487	34.53%
Shri Riddharth Jain	53,22,264	9.21%	-	-	-	-
Smt. Jyoti Jain	-	-	13,68,620	14.21%	13,68,620	14.21%

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

D. **Details of shares held by promoters as defined in the Companies Act, 2013 as at 31st March, 2025 and as at 31st March, 2024**

Name of the Promoter	As at 31st March, 2025		As at 31st March, 2024		% Change during the year
	No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Shri Anoop Agrawal	2,15,25,702	37.25%	35,87,397	37.25%	-

Shri Arun Kumar Jain	1,99,53,582	34.53%	33,25,487	34.53%	-
Shri Riddharth Jain	53,22,264	9.21%	-	-	9.21%
Total	4,68,01,548	80.99%	69,12,884	71.77%	9.21%

E. **Details of shares held by promoters as defined in the Companies Act, 2013 as at 31st March, 2024 and as at 31st March, 2023**

Name of the Promoter	As at 31st March, 2024		As at 31st March, 2023		% Change during the year
	No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Shri Anoop Agrawal	35,87,397	37.25%	35,87,397	37.25%	-
Shri Arun Kumar Jain	33,25,487	34.53%	33,25,487	34.53%	-
Total	69,12,884	71.78%	69,12,884	71.78%	-

F. **Details of shares held by promoters as defined in the Companies Act, 2013 as at 31st March, 2023 and as at 31st March, 2022**

Name of the Promoter	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Shri Anoop Agrawal	35,87,397	37.25%	35,87,397	37.25%	-
Shri Arun Kumar Jain	33,25,487	34.53%	33,25,487	34.53%	-
Total	69,12,884	71.78%	69,12,884	71.78%	-

Note : Due to inadvertent errors, the following persons were reported as the promoters of the parent company in its standalone financial statements for the year ended 31st March, 2023 and 31st March, 2022, whereas, factually, they were not promoters and they were merely promoter group members or members falling under the 'others' category. Such an error has duly been rectified while drawing the standalone financial statements of the parent company for the year ended 31st March, 2024 :

Sno.	Name of the person	No. of Shares Held as at 31st March, 2023	% of Total Shares Held as at 31st March, 2023	No. of Shares Held as at 31st March, 2022	% of Total Shares Held as at 31st March, 2022
1	Smt. Jyoti Jain	13,68,620	14.210%	13,68,620	14.210%
2	Smt. Neetu Agrawal	4,70,910	4.889%	4,70,910	4.889%
3	Smt. Rachna Agrawal	3,76,310	3.907%	3,76,310	3.907%
4	Shri Alok Agrawal	3,67,510	3.816%	3,67,510	3.816%
5	Shri Ravi Bansal	1,10,000	1.142%	1,10,000	1.142%
6	Shri Arun Kumar Jain HUF	24,750	0.257%	24,750	0.257%
7	Shri Ajay Tandon	110	0.001%	110	0.001%
8	Shri Deepak Kumar Agrawal HUF	110	0.001%	110	0.001%
9	Shri Om Prakash Gupta	110	0.001%	110	0.001%
10	Smt. Tripat Kaur Arneja	110	0.001%	110	0.001%
11	Shri Vikas Kumar Agrawal	110	0.001%	110	0.001%

G. Rights, Preferences and restrictions attached to equity shares

The company has issued only one class of equity shares having par value of Rs. 10/- per share which have subsequently been sub-divided by it into equity shares having par value of Rs.5/- each by passing a Special Resolution in its Extra Ordinary General Meeting held on August 2nd, 2024. Each shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

H. Shares issued in aggregate number and class of shares allotted by way of bonus shares and shares bought back during the period of five years immediately preceding the date of 31st March, 2025

(i) The Company has issued Bonus Shares during the year ended 31st March, 2025 as per details given as under:

Date of Allotment	No. of Equity Shares Alloted	Face Value per Equity Share	Issue Price per Equity Share	Nature of Allotment	Total Consideration (in Millions)
August 20th, 2024	3,85,26,136	5	Nil	Bonus Issue in the ratio of 2:1	Nil

(ii) Except the above, during the period of five years immediately preceding the reporting date, there are no shares allotted as fully paid-up by way of bonus shares or allotted as fully paid-up pursuant to contract without payment being received in cash. Further, the Company has not issued any securities which are convertible into equity shares. The Company has also not bought back its shares.

Note - 18 - Other Equity

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
General reserve	30.00	20.00	10.00
Retained earnings	808.95	814.88	634.40
Other comprehensive income	0.46	0.50	0.51
TOTAL	839.41	835.38	644.91

Note - 18.1 - Nature and purposes of reserves

(a) **General reserve**

General reserve is referred to as the reserve fund that is created by keeping aside a part of profit earned by the business during the course of an accounting period for fulfilling various business needs like meeting contingencies, offsetting future losses, enhancing the working capital, paying dividends to the shareholders, etc.

The details of movement in General Reserve is as below:

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Balance at the beginning of the year	20.00	10.00	5.00
Add : Amount transferred from Retained earnings	10.00	10.00	5.00
Balance at the end of the year	30.00	20.00	10.00

(b) **Retained earnings**

Retained Earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

The details of movement in Retained earnings is as below:

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Balance at the beginning of the year	814.88	634.40	523.15
Add : Restated profit for the year attributable to the owners of the Company	196.70	189.62	117.12
	1,011.58	824.02	640.27
Less : Amount transferred to General reserve	(10.00)	(10.00)	(5.00)
	1,001.58	814.02	635.27
Less : Capitalization of reserve for issuance of bonus shares	(192.63)	-	-
	808.95	814.02	635.27
Less : Dividend paid	-	-	-
	808.95	814.02	635.27
Add/(less) : Transition Impact as per Ind AS 101			
- Remeasurement of non current borrowings at amortised cost	-	0.85	(0.59)
- Acturial (gain)/losses due to remeasurement of defined benefit obligations	-	0.02	(0.37)
- Tax impacts of items reclassified in other comprehensive income	-	(0.01)	0.09
	808.95	814.88	634.40
Balance at the end of the year			

(c) **Other comprehensive income**

Other comprehensive Income represents amounts of acturial gains/(losses) on remeasurement of defined benefit obligations.

The details of movement in Other Comprehensive Income is as below:

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Balance at the beginning of the year	0.50	0.51	0.23
Add : Acturial gain/(losses) due to remeasurement of defined benefit obligations	(0.06)	-	-
Tax impacts of items reclassified in other comprehensive income	0.02	-	-
Add : Transition impact as per Ind AS 101	-	(0.02)	0.37

- Acturial gain/(losses) due to remeasurement of defined benefit obligations	-	0.01	(0.09)
- Tax impacts of items reclassified in other comprehensive income	0.46	0.50	0.51
Balance at the end of the year			

(ii) **Note - 19 - Non-controlling Interests**

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
A. Highway & Tandon Tollways Private Limited			
Share in Equity share capital	0.49	0.49	0.49
Share in Retained earnings	0.19	1.33	1.32
Share in Profit/(loss) for the year	4.66	(1.13)	0.01
(A)	5.34	0.69	1.82
B. Highway & Tandon Tollways [AOP]			
Share in fixed capital	0.49	0.49	0.49
Share in current capital	(42.20)	6.35	(32.39)
Share in Retained earnings	62.61	36.97	16.09
Share in Profit for the year	22.62	25.65	20.87
(B)	43.52	69.46	5.06
TOTAL (A+B)	48.86	70.15	6.88

Note - 20 - Non-current borrowings

[In Millions]

Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Non Current	Current	Non Current	Current	Non Current	Current
A **Term loans**						
Secured						
From Banks	23.35	18.84	20.76	19.23	33.53	31.48
(A)	23.35	18.84	20.76	19.23	33.53	31.48
B. **Loans and advances from related parties**						
Unsecured						
From directors & relatives	-	-	0.15	-	4.33	-
From body corporates	107.32	-	63.44	-	46.72	-
	107.32	-	63.59	-	51.05	-

	(B)						
C.	**Other loans and advances**						
	Unsecured						
	From body corporates	-	-	-	-	60.59	-
	From others	-	-	-	-	52.03	
	(C)	-	-	-	-	112.62	-
	TOTAL (A+B+C)	130.67	18.84	84.35	19.23	197.20	31.48

Notes:

(i) The current portion of the borrowings represent the principal amount of loan, which is repayable in next twelve months and the same has been classfied under Note 24 'Short term borrowings' .

(ii) Refer Note 48 for information about liquidity risk.

(iii) Term loans were applied for the purpose for which the loans were obtained.

(iv) Refer Note 46 for related party details.

Nature of Security and terms of repayment for Long Term Secured Borrowings:

[In Millions]

Sno.	Bank Name	Nature of Loan	Balance as on 31st March, 2025		Balance as on 31st March, 2024		Balance as on 31st March, 2023		Interest Rate at the end of the year ended on			Terms of Repayment	Nature of Security
			Long Term	Current Maturity	Long Term	Current Maturity	Long Term	Current Maturity	31st March, 2025	31st March, 2024	31st March, 2023		
1	Bank of Baroda [A/c No.35470600002840]	Vehicle Loan	1.18	2.22	3.40	2.03	-	-	8.90 % p.a. i.e. Repo Rate plus 2.65% p.a.	8.90% p.a. i.e. Repo Rate plus 2.65% p.a.	-	Repayable in 36 Equated monthly installments of Rs.2,02,924/- each commencing from October'2023. Last installment due in September'2026.	Auto Premium Loan of Rs.64.00 Lakhs from Bank of Baroda Ltd. secured by way of Hypothecation of Vehicle.
2	Bank of Baroda [A/c No.87980600000971]	Vehicle Loan	-	1.81	1.82	3.44	5.27	3.18	8.90% p.a.	8.90% p.a.	8.05% p.a.	Repayable in 36 Equated monthly installments of Rs.3,12,027/- each commencing from October'2022. Last installment due in September'2025.	Auto Premium Loan of Rs.99.50 Lakhs from Bank of Baroda secured by way of Hypothecation of Vehicle.
3	HDFC Bank Ltd. [A/c No. 132848312]	Vehicle Loan	-	0.84	0.83	1.18	2.01	1.09	7.90% p.a.	7.90% p.a.	7.95% p.a.	Repayable in 39 Equated monthly installments of Rs.1,07,882/- each commencing from September'2022. Last installment due in November'2025	Auto Premium Loan of Rs.37 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Vehicle.
4	HDFC Bank Ltd. [A/c No. 145622023]	Equipment Term Loan	-	0.78	0.77	1.24	-	-	9.25% p.a.	9.25% p.a.	-	Repayable in 24 Equated monthly installments of Rs.1,14,500/- each commencing from November'2023. Last installment due in October'2025.	Commercial Equipment Loan of Rs.25.00 Lakhs from HDFC Bank Ltd. secured by way Hypothecation of Equipment.
5	ICICI Bank Ltd. [A/c No. 00045208945]	Equipment Term Loan	-	-	-	0.88	0.87	0.99	7.26% p.a.	7.26% p.a.	7.26% p.a.	Repayable in 36 Equated monthly installments of Rs.90,673/- each commencing from February'2022. Last installment was due in January'2025.	Construction Equipment Loan of Rs. 29.30 Lakhs from ICICI Bank Ltd. secured by way of Hypothecation of Equipments.

												The entire Loan has got repaid during the F.Y. 2024-25.	
6	Axis Bank Ltd. [A/c No. 920060046162190]	ECLGS Term Loan	-	-	-	0.79	0.77	3.17	9.25% p.a. i.e. Repo Rate plus 4.25% p.a.	9.25% p.a. i.e. Repo Rate plus 4.25% p.a.	8.25% p.a. i.e. Repo Rate plus 4.25% p.a.	Repayable in 36 Equated monthly installments excluding interest of Rs. 2,64,000/-, commencing from July'2021 [with initial moratorium period of 12 months]. Last Installment was due in June'2024. The entire Loan has got repaid during the F.Y. 2024-25.	Term Loan of Rs. 95 Lakhs under the scheme of ECGLS from Axis Bank Ltd. secured by extension of hypothecation by way of second charge on primary securities available for existing collateral securities.
7	HDFC Bank Ltd. [A/c No.ECLGS8218270]	ECLGS Term Loan	-	-	-	1.97	1.98	7.49	9.25% p.a.	9.25% p.a.	8.25% p.a.	Repayable in 36 Equated monthly installments of Rs.6,65,458/- commencing from July'2021 [with initial moratorium period of 12 months]. Last installment was due in June'2024. The entire Loan has got repaid during the F.Y. 2024-25.	Term Loan of Rs.211.58 Lakhs under the scheme of ECLGS from HDFC Bank Ltd. secured by way of extension of hypothecation by way of second charge on primary securities available for existing securities.
8	Axis Bank Ltd. [A/c No.922060050495916]	ECLGS Term Loan	2.21	2.40	4.68	2.40	7.34	-	9.25% p.a. i.e. Repo Rate plus 4.00% p.a.	9.25% p.a. i.e. Repo Rate plus 4.00% p.a.	8.00% p.a. i.e. Repo Rate plus 4.00% p.a.	Principal amount Repayable in 35 installments of Rs. 2,00,000/- commencing from March'2024 [with initial moratorium period of 24 months]. Monthly Interest is payable separately. Last Installment due in February'2027 of Rs.3,60,000/-	Term Loan of Rs. 73.60 Lakhs under the scheme of ECGLS from Axis Bank Ltd. secured by extension of hypothecation by way of second charge on primary securities available for existing collateral securities.
9	Yes Bank Ltd. [A/c No.478LA40202590001]	ECLGS Term Loan	-	-	-	1.14	1.36	2.06	9.25% p.a. i.e. External Benchmark Lending Rate plus	9.25% p.a. i.e. External Benchmark Lending Rate plus	8.15% p.a. i.e. External Benchmark Lending Rate plus	Principal amount Repayable in 36 equal monthly installments of Rs. 1,89,444/ (excluding interest), commencing from October'2021 [with initial moratorium period of 12 months]. Last Installment was	Term Loan of Rs. 68.20 Lakhs under the scheme of ECGLS from Yes Bank Ltd. secured by extension of hypothecation by way of second charge on

									2.75% p.a.	2.75% p.a.	3.97% p.a.	due in September'2024. The entire Loan has got repaid during the F.Y. 2024-25.	primary securities available with National Credit Guarantee Trustee Ltd.

[In Millions]

Sno.	Bank Name	Nature of Loan	Balance as on 31st March, 2025		Balance as on 31st March, 2024		Balance as on 31st March, 2023		Interest Rate at the end of the year ended on			Terms of Repayment	Nature of Security
			Long Term	Current Maturity	Long Term	Current Maturity	Long Term	Current Maturity	31st March, 2025	31st March, 2024	31st March, 2023		
10	HDFC Bank Ltd. [A/c No.452485654]	ECLGS Term Loan	5.51	4.01	9.26	4.16	13.43	-	9.13% p.a.	9.25% p.a.	7.50% p.a.	Repayable in 36 Equated monthly installments along with interest of Rs.4,30,009/- commencing from April'2024 after initial moratorium period of 24 months. Last installment due on March'2027.	Term Loan of Rs.137.00 Lakhs under the scheme of ECLGS from HDFC Bank Ltd secured by way of extension of second ranking charge over existing primary and collateral securities including the mortgage created in favour of the Bank.
11	HDFC Bank Ltd. [A/c No. 115904375]	Vehicle Loan	-	-	-	-	-	1.76	-	7.30% p.a.	7.30% p.a.	Repayable in 37 Equated monthly installments of Rs.1,66,454/- each commencing from February'2021. Last installment due in February'2024. The entire Loan has got repaid during the F.Y. 2023-24.	Auto Premium Loan of Rs.55.00 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Vehicle.
12	HDFC Bank Ltd. [A/c No. 84229554]	Equipment Term Loan	-	-	-	-	-	0.75	-	8.72% p.a.	8.72% p.a.	Repayable in 48 Equated monthly installments of Rs.86,625/- each commencing from January'2020. Last installment due in December'2023. The entire Loan has got repaid	Commercial Equipment Loan of Rs.35.00 Lakhs from HDFC Bank Ltd. secured by way Hypothecation of Equipment.

												during the F.Y. 2023-24	
13	HDFC Bank Ltd. [A/c No. 84229562]	Equipment Term Loan	-	-	-	-	-	0.75	-	8.72% p.a.	8.72% p.a.	Repayable in 48 Equated monthly installments of Rs.86,625/- each commencing from January'2020. Last installment due in December'2023. The entire Loan has got repaid during the F.Y. 2023-24.	Commercial Equipment Loan of Rs.35.00 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.
14	HDFC Bank Ltd. [A/c No. 85416218]	Equipment Term Loan	-	-	-	-	-	6.54	-	8.40% p.a.	8.42% p.a.	Repayable in 30 Equated monthly installments of Rs.8,44,660/- each commencing from June'2021. Last installment due in November'2023. The entire Loan has got repaid during the F.Y. 2023-24.	Used Commercial Equipment Loan of Rs.227.84 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.
15	HDFC Bank Ltd. [A/c No. 85463216]	Equipment Term Loan	-	-	-	-	-	1.10	-	8.50% p.a.	8.54% p.a.	Repayable in 30 Equated monthly installments of Rs.1,26,575/- each commencing from July'2021. Last installment due in December'2023. The entire Loan has got repaid during the F.Y. 2023-24.	Used Commercial Equipment Loan of Rs.34.10 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.
16	HDFC Bank Ltd. [A/c No. 85463218]	Equipment Term Loan	-	-	-	-	-	0.67	-	8.50% p.a.	8.53% p.a.	Repayable in 30 Equated monthly installments of Rs.77,020/- each commencing from July'2021. Last installment due in December'2023.	Used Commercial Equipment Loan of Rs.20.75 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.

												The entire Loan has got repaid during the F.Y. 2023-24.	
17	HDFC Bank Ltd. [A/c No. 85527530]	Equipment Term Loan	-	-	-	-	-	0.68	-	8.50% p.a.	8.53% p.a.	Repayable in 30 Equated monthly installments of Rs.78,022/- each commencing from July'2021. Last installment due in December'2023. The entire Loan has got repaid during the F.Y. 2023-24.	Used Commercial Equipment Loan of Rs.21.02 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.
18	HDFC Bank Ltd. [A/c No. 85527567]	Equipment Term Loan	-	-	-	-	-	1.25	-	8.50% p.a.	8.54% p.a.	Repayable in 30 Equated monthly installments of Rs.1,44,277/- each commencing from July'2021. Last installment due in December'2023. The entire Loan has got repaid during the F.Y. 2023-24.	Used Commercial Equipment Loan of Rs.38.87 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.

[In Millions]

Sno.	Bank Name	Nature of Loan	Balance as on 31st March, 2025		Balance as on 31st March, 2024		Balance as on 31st March, 2023		Interest Rate at the end of the year ended on			Terms of Repayment	Nature of Security
			Long Term	Current Maturity	Long Term	Current Maturity	Long Term	Current Maturity	31st March, 2025	31st March, 2024	31st March, 2023		
19	HDFC Bank Ltd. [A/c No. 112347949]	Vehicle Loan	-	-	-	-	0.50	-	-	7.90% p.a.	7.90% p.a.	Repayable in 36 Equal monthly installments of Rs.1,01,787/- each commencing from September'2020. Last installment due in August'2023. The entire Loan has got repaid during the F.Y. 2023-24.	Auto Premium Loan of Rs.32.53 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Vehicle.
20	HDFC Bank Ltd. [A/c No. 99573182]	Equipment Term Loan	1.82	0.75	-	-	-	-	9.50% p.a.	-	-	Repayable in 48 Equated monthly installments of Rs.80,395/- each commencing from May' 2024. Last installment due in April'2028.	Commercial Equipment Loan of Rs.32.00 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.
21	HDFC Bank Ltd. [A/c No. 99573192]	Equipment Term Loan	1.82	0.75	-	-	-	-	9.50% p.a.	-	-	Repayable in 48 Equated monthly installments of Rs.80,395/- each commencing from May' 2024. Last installment due in April'2028.	Commercial Equipment Loan of Rs.32.00 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.
22	HDFC Bank Ltd. [A/c No. 99573973]	Equipment Term Loan	2.16	0.89	-	-	-	-	9.50% p.a.	-	-	Repayable in 48 Equated monthly installments of Rs.95,469/- each commencing from May' 2024. Last installment due in April'2028.	Commercial Equipment Loan of Rs.38.00 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.
23	HDFC Bank Ltd. [A/c No. 99574134]	Equipment Term Loan	2.16	0.89	-	-	-	-	9.50% p.a.	-	-	Repayable in 48 Equated monthly installments of Rs.95,469/- each commencing from May' 2024. Last installment due in April'2028.	Commercial Equipment Loan of Rs.38.00 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipments.

24	HDFC Bank Ltd. [A/c No. 155715495]	Vehicle Loan	6.49	3.50	-	-	-	-	8.75% p.a.	-	-	Repayable in 39 Equated monthly installments of Rs.3,52,059/- each commencing from September'2024. Last installment due in November'2027.	Auto Premium Loan of Rs.120.00 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Vehicle.
TOTAL			**23.35**	**18.84**	**20.76**	**19.23**	**33.53**	**31.48**					

(iii) **Note - 20.1 - Summary of secured and unsecured loans as follows:**

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Secured long term borrowings	23.35	20.76	33.53
Secured short term borrowings	587.48	611.87	436.40
Unsecured long term borrowings	107.32	63.59	163.67
TOTAL	718.15	696.22	633.60

Note - 21 - Non-current lease liabilities

[In Millions]

Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Non Current	Current	Non Current	Current	Non Current	Current
Lease liabilities for land and office	1.35	1.65	3.00	1.47	2.26	0.42
TOTAL	1.35	1.65	3.00	1.47	2.26	0.42

Notes:

(iv) The current portion of the lease liabiities represent the lease rental which is payable in next twelve months and has been classfied under Note 25 'Current lease liabilities'.

(v) For details on the implications of application of Ind AS 116 on the financial statements, refer Note 44.

(vi) The Group has taken land and office on operating leases. These lease arrangements range for a period between 4 years to 7 years. The leases are reneweable for further period on mutually agreeable terms.

Note - 22 - Other non-current financial liabilities

[In Millions]

Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Non Current	Current	Non Current	Current	Non Current	Current
Balance at the beginning of the year	-	-	-	-	1.51	-
Less: Transferred during the year	-	-	-	-	(1.51)	-
Balance at the end of the year	-	-	-	-	-	-

Note - 23 - Long term provisions

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
For Gratuity [refer Note 45]	3.71	3.58	4.30
TOTAL	3.71	3.58	4.30

Note - 24 - Current borrowings

[Loans repayable on demand, secured]

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Working capital loans repayable on demand			
Secured			
Cash credit facilities from banks	568.64	459.04	355.40
Overdraft facilities from banks	-	133.60	49.52
Current maturities of long term debt	18.84	19.23	31.48
TOTAL	587.48	611.87	436.40

Notes:

(i) Cash credit facilities availed from HDFC Bank Ltd. are secured by way of first/ pari passu charge and hypothecation of entire stock of raw materials, semi-finished and finished goods, consumables, stores and spares and other movables including book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future. The facilities as above are further secured by way of security deposits (retention money deposits with principal) and equitable mortgage of immovable property of the Company and personal guarantees of Mr. Arun Jain, Mr. Anoop Agrawal, Smt. Jyoti Jain, Smt. Vimla Agrawal and Mr. Alok Agrawal.

(ii) Cash credit facilities availed from Kotak Mahindra Bank Ltd. are secured by way of first/ pari passu charge on all the companies current assets and moveable fixed assets of the Company, both present and future along with Yes Bank Ltd., Axis Bank Ltd., HDFC Bank Ltd. and IndusInd Bank. The facilities as above are further secured by way first and exclusive charge on equitable mortgage of immovable properties held in the name of the Company and personal guarantees of Mr. Arun Jain, Mr. Anoop Agrawal and Mr. Ankit Tandon.

(iii) Cash credit facilities availed from Axis Bank Ltd. are secured by way of first/ pari passu charge on all the companies current assets and moveable fixed assets of the company, both present and future along with Kotak Mahindra Bank Ltd., Yes Bank Ltd. HDFC Bank Ltd. and IndusInd Bank except for those specifically financed by any other bank or financial institution. The facilities as above are further secured by way of equitable mortgage of immovable properties held in the name of the company and personal guarantees of Mr. Arun Jain, Mr. Mr. Anoop Agrawal, Smt. Jyoti Jain, Smt. Vimla Agrawal and Mr. Alok Agrawal.

(iv) Cash credit facilities availed from Yes Bank Ltd. are secured by way of first/ pari passu charge on all the companies current assets and moveable fixed assets of the company (excluding CE & CV), both present and future along with Axis Bank Ltd., Kotak Mahindra Bank Ltd., HDFC Bank Ltd. and IndusInd Bank. The facilities as above are further secured by way of equitable mortgage of immovable properties held in the name of the company and personal guarantees of Mr. Arun Jain, Mr. Anoop Agrawal, Smt. Jyoti Jain, Smt. Vimla Agrawal and Mr. Alok Agrawal.

(v) Cash credit facilities availed from Indusind Bank Ltd. are secured by way of first/ pari passu charge on all the companies current assets and moveable fixed assets of the company both present and future along with HDFC Bank Ltd., Kotak Mahindra Bank Ltd., Axis Bank Ltd. and Yes Bank Ltd. except for those specifically financed by any other bank or financial institution. The facilities as above are further secured by way of equitable mortgage of immovable properties held in the name of the company and personal guarantees of Mr. Arun Jain, Mr. Anoop Agrawal, Smt. Neetu Agrawal Jain, Smt. Rachna Agrawal and Mr. Ankit Tandon.

(vi) Cash credit facilities availed from HDFC Bank Ltd. are secured by way of first/ pari passu charge and hypothecation of entire stock of raw materials, semi-finished and finished goods, consumables, stores and spares and other movables including book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future. The facilities as above are further secured by way of first and exclusive charge on equitable mortgage of immovable properties of members and relatives of unincorporated entity and personal guarantee of all the members and owners of mortgaged properties.

(vii) Cash credit facilities availed from Kotak Mahindra Bank Ltd. are secured by way of first/ pari passu charge with HDFC Bank on all existing and future current assets of the unincorporated entity. The facilities as above are further secured by way of first and exclusive lein of fixed deposit of fifty percent of facility amount and personal guarantee of all the members.

(vii) **Note - 25 - Current lease liabilities**

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Current maturities of lease liabilities	1.65	1.47	0.42
TOTAL	1.65	1.47	0.42

Note - 26 - Current trade payables

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Total outstanding dues of micro enterprises & small enterprises	61.59	5.12	6.12
Total outstanding dues of creditors other than micro enterprises & small enterprises	90.22	136.58	67.05
Total outstanding disputed dues of micro enterprises & small enterprises	2.45	0.56	-
Total outstanding disputed dues of creditors other than micro enterprises & small enterprises	-	-	-
TOTAL	154.26	142.26	73.17

Notes :
(i) Refer Note 46 for Related party details.

Note - 26.1 - Information to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006

The information as required to be disclosed under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group. The details of amount of princpal and interest outstanding is given below:

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
(a) Principal amount remaining unpaid to any supplier as at the end of accounting year	64.04	5.68	6.12
(b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-	-
(c) Interest paid in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-	-
(d) The amount of interest due and payable for the year	-	-	-
(e) The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-	-
(f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-

Note - 26.2 - Trade payables ageing schedule as at 31st March, 2025

[In Millions]

Sno.	Particulars	Outstanding for following periods from the due date of payment				
		Less than 1 Year	1 to 2 years	2 to 3 years	More than 3 years	Total
1	MSME	61.59	-	-	-	61.59
2	Other than MSME	90.22	-	-	-	90.22
3	Disputed dues - MSME	2.45	-	-	-	2.45
4	Disputed dues - other than MSME	-	-	-	-	-
	TOTAL	154.26	-	-	-	154.26

Note - 26.3 - Trade payables ageing schedule as at 31st March, 2024

[In Millions]

Sno.	Particulars	Outstanding for following periods from the due date of payment				
		Less than 1 Year	1 to 2 years	2 to 3 years	More than 3 years	Total
1	MSME	5.12	-	-	-	5.12
2	Other than MSME	134.53	-	1.59	0.46	136.58
3	Disputed dues - MSME	0.56	-	-	-	0.56
4	Disputed dues - other than MSME	-	-	-	-	-
	TOTAL	140.21	-	1.59	0.46	142.26

Note - 26.4 - Trade payables ageing schedule as at 31st March, 2023

[In Millions]

Sno.	Particulars	Outstanding for following periods from the due date of payment				
		Less than 1 Year	1 to 2 years	2 to 3 years	More than 3 years	Total
1	MSME	6.12	-	-	-	6.12
2	Other than MSME	64.18	2.41	-	0.46	67.05
3	Disputed dues - MSME	-	-	-	-	-
4	Disputed dues - other than MSME	-	-	-	-	-
	TOTAL	70.30	2.41	-	0.46	73.17

Note - 27 - Other financial liabilities

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Creditors for capital goods	0.02	15.08	-
Creditors for expenses	11.29	4.33	3.76
Security deposits and retention money	191.49	132.66	81.28
Interest accrued but not due on cash credit facilities	1.77	0.43	-
TOTAL	204.57	152.50	85.04

Note - 27.1 - Break-up of financial liabilities carried at amortised cost

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Non-current borrowings	130.67	84.35	197.20
Non-current lease liabilities	1.35	3.00	2.26
Non-current other financial liabilities	-	-	-
Current borrowings	587.48	611.87	436.40
Current lease liabilities	1.65	1.47	0.42
Current trade payables	154.26	142.26	73.17
Current other financial liabilities	204.57	152.50	85.04

TOTAL	1,079.98	995.45	794.49

Note - 28 - Other current liabilities

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
A. **Revenue received in advance**			
Advance from customers	26.52	8.37	11.29
(A)	26.52	8.37	11.29
B. **Others**			
Statutory Liabilities	12.22	1.09	1.00
(B)	12.22	1.09	1.00
TOTAL (A+B)	38.74	9.46	12.29

Notes :

(i) Statutory liabilities include liabilities for professional tax, goods and services tax, employee state insurance, entry tax & provident fund.

(ii) Refer Note 46 for related party details.

(viii)

(ix) **Note - 29 - Provisions**

[In Millions]

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
For employee benefits	7.81	8.57	2.62
For others	8.16	7.43	4.09
TOTAL	15.97	16.00	6.71

Note - 30 - Revenue from operations

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Toll collection receipts	3,824.07	4,783.47	3,556.12
Manpower supply services	-	-	8.66
Works contract receipts	901.92	750.86	806.34
Real estate sales	78.04	28.26	38.96
Material sales	120.05	137.95	117.09
Machineries & equipments hire charges	32.92	33.13	18.73
Maintenance charges receipts	0.15	0.87	5.08

Sale of services	-	-	0.35
TOTAL	4,957.15	5,734.54	4,551.33

Note :

(i) Refer Note 46 for related party details.

Note - 31 - Other income

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest income	21.24	16.34	6.77
Land lease income	0.39	0.37	0.36
Business auxiliary services	11.44	12.17	7.54
Profit on sale of Property, Plant & Equipment	3.38	-	-
Profit on sale of investment properties	28.42	0.57	0.65
Profit on sale of land converted into stock-in-trade	0.81	1.64	1.84
Forfeiture of advance received against plots booking	-	-	(0.17)
Forfeiture of performance security deposit of sub-contractors	17.84	-	-
Reversal of Bank guarantee charges	0.97	-	-
Rebate, reward, discount & miscellaneous income	3.14	0.13	0.01
TOTAL	87.63	31.22	17.00

Note - 32 - Operating costs

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Toll usage charges	3,572.35	4,373.82	3,244.29
Manpower supply expenses	-	-	8.48
Material purchases	304.18	262.92	416.58
Sub contract work expenses	651.45	553.08	310.86
Site labour charges	50.16	32.09	23.87
Purchase of land and development expenses	50.13	13.94	61.70
Machineries running and maintenance	11.25	4.45	7.94
Electricity expenses	7.73	7.38	5.86
Toll software charges	0.02	0.02	1.05
Labour welfare cess	6.24	6.27	5.91
Hiring charges	0.68	1.46	7.81
Legal & professional fees	1.15	2.12	0.02
Tender & stamp duty expenses	0.30	1.28	1.55
Freight & transportation expenses	0.58	0.05	0.47
Testing charges	0.17	0.21	0.21
Toll survey expenses	1.45	4.33	1.46
Miscellaneous expenses	0.79	0.50	0.23
TOTAL	4,658.63	5,263.92	4,098.29

Notes :

(i) Miscellaneous expenses do not include any item of expenditure with a value of more than 1% of the revenue from operations

(ii) Refer Note 46 for related party details.

Note - 33 - Changes in inventories of finished goods, stock-in-trade and work-in-progress

[In Millions]

Particulars		Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
A. **Inventories at the begining of the year**				
Works contract division				
- Work-in-progress	(i)	356.81	291.54	344.99
- Real estate division				
		26.24	33.14	46.19
- Developed properties		314.79	279.96	212.98
- Properties under development		341.03	313.10	259.17
	(ii)			
		697.84	604.64	604.16
	(A) (i+ii)			
B. **Inventories at the end of the year**		464.17	356.81	291.54
Works contract division				
- Work-in-progress	(i)	25.26	26.24	33.14
		376.59	314.79	279.96
		401.85	341.03	313.10
Real estate division				
- Developed properties		866.02	697.84	604.64
- Properties under development				
	(ii)	(168.18)	(93.20)	(0.48)
	(B) (i+ii)			
CHANGES IN INVENTORIES	(A-B)			

Note - 34 - Employee benefits expense

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Key managerial remuneration	18.20	11.70	17.80
Directors' sitting fees	0.29	0.17	0.14

Salary, wages, gratuity & other benefits	90.21	120.74	108.79
TOTAL	108.70	132.61	126.73

Note :

(i) Refer Note 46 for related party details.

Note - 35 - Finance costs

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest expense	57.97	72.73	61.02
Bank charges & commission	1.65	1.57	0.11
Interest on lease liabilities	0.38	0.48	0.26
Bank guarantee charges	8.40	8.61	8.49
Bank stamp duty charges	0.10	0.33	0.11
Loan processing charges	5.85	6.53	3.76
Others	-	-	0.11
TOTAL	74.35	90.25	73.86

Notes :

(i) Refer Note 46 for related party details.

Note - 36 - Depreciation and amortisation expenses

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Depreciation on Property, Plant and Equipment	22.65	24.79	24.47
Depreciation on Right-of-Use Assets	1.24	1.18	0.48
Amortisation of Intangible assets	0.06	0.14	0.14
TOTAL	23.95	26.11	25.09

Note - 37 - Other expenses

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
A. Administrative expenses			
Rent	1.53	2.31	1.41
Stationery & printing	0.45	0.41	0.44
Postage & courier expenses	0.04	0.04	0.05
Telephone and mobile expenses	0.14	0.33	0.61
Internet expenses	0.36	2.55	0.08
Electricity expenses	2.09	2.91	5.11
Auditors' remuneration	0.41	0.24	0.21
Legal & professional expenses	6.89	6.83	6.26
Filing fees	0.26	0.02	0.04
Insurance	1.77	2.15	1.00
Directors' keyman insurance premium	-	1.01	1.01
Conveyance & travelling expenses	1.71	2.24	1.99
Software support charges	-	0.02	0.43
General repairs & maintenance	1.86	1.24	1.09
Vehicle running expenses	9.13	7.68	4.18
Security expenses	1.77	3.60	2.38
Rates & taxes	2.04	0.65	2.45
Contribution towards corporate social responsibility (CSR)	3.60	0.88	3.48
Loss on sale of Property, Plant & Equipment	-	4.04	0.42
Donation	-	0.25	0.10
Office & general expenses	4.36	6.18	2.66
Water charges	-	-	0.15
Unrealised damages	-	-	7.23
Security Deposit Forfeited	4.53	-	-
Miscellaneous expenses	0.24	0.48	0.76
(A)	43.18	46.06	43.54
B. Marketing expenses			
Advertisement & publicity expenses	0.19	0.06	0.04
Business promotion expenses	0.11	0.35	0.54
Commission expenses	0.10	0.13	0.14
Sundry balances written-off	1.20	0.19	5.66
	1.60	0.73	6.38
	44.78	46.79	49.92
(B)			
TOTAL (A+B)			

Notes :

(i) Miscellaneous expenses do not include any item of expenditure with a value of more than 1% of the revenue from operations.

(ii) Refer Note 46 for related party details.

Note - 37.1 - Break-up of payment to Auditors

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
(a) Auditors' Remuneration			
- Statutory audit fees	0.36	0.19	0.11
- Tax audit fees	0.05	0.05	0.05
(b) Certification and consultation fees	0.19	0.05	0.03
TOTAL	0.60	0.29	0.19

Note :

(i) Payments to statutory auditors, during the year ended on 31st March, 2025, for various examination, attestations and certification assignments related to IPO work of a sum of Rs. 3.00 millions have been incorporated into prepaid expenses - Note 16 and not included in the Auditors' Remuneration.

(x) **Note - 38 - Other comprehensive income**

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
A. **Items that will not be reclassified subsequently into profit or loss :**			
(i) Change in revaluation surplus	-	-	-
(ii) Remeasurement of defined benefit plans	(0.06)	(0.02)	0.37
(iii) Tax effect of remeasurement of defined benefit plans	0.02	0.01	(0.09)
(iv) Equity instrument of the defined benefit plans	-	-	-
(v) Fair value changes relating to own credit risk of financial liabilities designted at fair value through profit or loss	-	-	-
(vi) Share of other comprehensive Income in associate and joint ventures, to the extent not to be classified into profit or loss	-	-	-
(vii) Others	-	-	-
(A)	(0.04)	(0.01)	0.28
B. **Items that will be reclassified subsequently to profit or**			

loss :			
(i) Exchange differences in translating the financial statements of foreign operation	-	-	-
(ii) Debt instruments through other comprehensive Income	-	-	-
(iii) The effective portion of gains and loss on hedging instruments in a cash flow hedge	-	-	-
(iv) Share of other comprehensive Income in Associate and Joint Ventures, to the extent not to be classified into profit or loss	-	-	-
(v) Others	-	-	-
(B)	-	-	-
TOTAL (A+B)	(0.04)	(0.01)	0.28

Note - 39 - Restated Total comprehensive income attributable to non-controlling interests

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Highway & Tandon Tollways Private Limited	4.66	(1.13)	0.01
Highway & Tandon Tollways	22.62	25.65	20.87
TOTAL	27.28	24.52	20.88

Note - 40 - Earnings per equity share

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 1st March, 2023
Basic & Diluted Earning Per Share : *[without making retrospective adjustments to number of equity shares outstanding on account of sub-division and bonus]*			
Restated net profit after tax as per statement of profit and loss attributable to equity shareholders of the parent company	196.70	189.62	117.12
Weighted average number of equity shares used as denominator for calculating basic EPS	5,77,89,204	96,31,534	96,31,534
Weighted average number of potential equity shares	-	-	-
Total weighted average number of equity shares used as denominator for calculating diluted EPS	5,77,89,204	96,31,534	96,31,534
Basic Earning Per Share (in Rs.)	3.40	19.69	12.16
Diluted Earning Per Share (in Rs.)	3.40	19.69	12.16
Basic & Diluted Earning Per Share post sub-division and bonus : *[after making retrospective adjustments to number of equity shares outstanding on account of sub-division and bonus]*			
Restated net profit after tax as per statement of profit and loss attributable to equity shareholders of the parent company	196.70	189.62	117.12
Weighted average number of equity shares used as denominator for calculating basic EPS *[Refer Note - (i) below]*	5,77,89,204	5,77,89,204	5,77,89,204
Weighted average number of potential equity shares	-	-	-
Total weighted average number of equity shares used as	5,77,89,204	5,77,89,204	5,77,89,204

denominator for calculating diluted EPS *[Refer Note - (i) below]*			
Basic Earning Per Share (in Rs.)	3.40	3.28	2.03
Diluted Earning Per Share (in Rs.)	3.40	3.28	2.03

Notes :

(i) The Weighted average number of equity shares outstanding during all the years presented is adjusted for events, that have changed the number of equity shares outstanding, without a corresponding change in resources. For changes in number of equity shares outstanding, Refer Note -17.

(ii) The Company does not have any potential equity shares and thus, weighted average number of shares for computation of basic EPS and diluted EPS remains same.

Note - 41 - Reconciliation of reported income tax expenses with income tax on the reported accounting profit

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Restated profit before tax	302.55	299.28	194.92
Effect of Ind AS adjustments	(1.34)	(0.10)	(0.46)
Adjusted profit before tax	301.21	299.18	194.46
Applicable tax rate	25.17%	25.17%	25.17%
Computed tax expense	75.81	75.30	48.94
Tax effect of:			
Income not taxable	(8.00)	-	-
Disallowance of Expenses	1.10	2.28	1.99
Depreciation	1.09	-	-
Set off of Unabsorbed Depreciation and business losses	(0.29)	-	-
Tax rate difference on Capital Gain Income	(0.03)	(0.17)	(0.14)
Tax rate difference of Unincorporated subsidiary	7.71	8.79	7.13
Other differences	1.31	0.65	(0.01)
Actual current tax expenses	78.70	86.85	57.91
Effective tax rate	26.01%	29.02%	29.71%

Note - 42 - Contingent liabilities & commitments

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
(i) **Contingent liabilities**			
A. Guarantees			
- Against bank guarantees issued by the bank	761.75	710.84	538.62
- Corporate bank guarantee			
- Related parties	-	54.10	54.10

- Bank guarantee on behalf of associates - Related parties	1.40	1.40	-
Total	763.15	766.34	592.72
B. Other money for which the Group is contingently liable against pending litigations			
- Entry tax	1.37	1.37	1.37
- Value added tax	-	-	0.46
- Service tax	13.32	13.32	13.32
- Others	15.82	15.82	15.82
Total	30.51	30.51	30.97
C. Expected expenditure on road maintenance	2.36	2.03	1.85
Total	2.36	2.03	1.85
(ii) **Commitments**			
- Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
	-	-	-
	-	-	-
- Uncalled liability on shares and other investments partly paid			
- Other commitments			

Notes:

(i) It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

(ii) The Group does not expect any reimbursements in respect of the above contingent liabilities.

(iii) Future cash outflows in respect of the above matters are determined only on receipt of judgments / decisions pending at various forums / authorities.

(iv) The Group's pending litigations comprise of claims against the Group pertaining to proceedings pending with sales/ VAT tax and other authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

Note - 43 - Information as required to be given as per Schedule III of the Companies Act, 2013

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
A. Key managerial remuneration			
- Salary and allowances	18.20	11.70	17.80
B. Foreign currency transactions			
i) Value of Imports calculated on CIF basis			
- Raw material	-	-	-
- Components and spare parts	-	-	-
- Capital goods	-	-	-
ii) Expenditure in foreign currency	-	-	-
iii) Earning in foreign currency			
- Export of goods calculated on FOB basis	-	-	-
- Royalty, Know how, professional & consultation fees	-	-	-
- Interest and dividend	-	-	-
- Other income	-	-	-

Noter - 44 - Disclosures as per Ind AS 116 "Leases"

Application of Ind AS 116

The Group has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2021 (Date of transition to Ind AS) and applied the standard to its leases, prospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (1st April, 2021). Accordingly, the Group has measured its lease liability as at 1st April, 2021 at the present value of the remaining lease payments, discounted using the interest rate of 8.45% p.a. implicit in the lease at the date of transition to Ind AS.

The right-of-use asset has been recognised at an amount equal to the lease liability. Accordingly, right-of-use assets of Rs. 3.36 Millions and a corresponding lease liabilities of same amount have been recognized in the financial year 2021-22. Further, a right-of-use asset of Rs.3.05 Millions and a corresponding lease liability of same amount has been recognized in the financial year 2023-24.

The cumulative effect of transition in retained earnings during the year ended 31st March, 2025 is Rs. 0.22 Millions [F.Y. 2023-24 is Rs. 0.08 Millions and F.Y. 2022-23 is Rs. (0.10 Millions)].

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the Right-of-use asset, and finance cost for interest accrued on lease liabilities.

Ind AS 116 has resulted in an increase in net cash inflows from operating activities and an increase in cash (inflows)/outflows from financing activities on account of lease payments.The principal and interest portion of the lease payments have been disclosed under cash flow from financing activities which for the year ended March 31st, 2025, amount to Rs.1.85 Millions (F.Y. 2023-24 Rs. 1.74 Millions & F.Y 2022-23 Rs. 0.64 Millions).

For movement in right-of-use asset refer Note 4 and movement in lease liabiliy during the year is as follows :

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Balance at the beginning	4.47	2.68	3.06
Additions	-	3.05	-
Finance cost accrued during the period	0.38	0.48	0.26
Deletions	-	-	-
Payment of lease liabilities	(1.85)	(1.74)	(0.64)

Balance at the end	**3.00**	**4.47**	**2.68**

Below are the amounts recognised by the Group relating to operating leases covered under Ind AS 116:

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
A. In the restated consolidated statement of profit and loss			
- Depreciation on right -to-use assets	1.24	1.18	0.48
- Interest cost on lease liabilities	0.38	0.48	0.26
Total	1.62	1.66	0.74
B. In the restated consolidated statement of cash flows			
- Cash flows from financing activities relating to payment of lease liabilities	1.85	1.74	0.64
Total	1.85	1.74	0.64

Note - 45 - Disclosures as per Ind AS 19 "Employee benefits"

(i) Defined contribution plan

Contribution to defined contribution plans, recognised as expense for the year is as under:

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Employer's contribution to Provident Fund	5.37	4.00	2.90
Employer's contribution to ESIC	0.02	0.02	0.01

(ii) Defined benefit schemes

(a) Gratuity (funded)

The Group operates a gratuity plan administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme. Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Group or retirement, whichever is earlier. The benefits vest after five years of continuous service. The Group pays contribution to Life Insurance Corporation of India to fund its plan.

Reconciliation of opening and closing balances of defined benefit obligation

[In Millions]

Particulars	Gratuity (Funded)		Gratuity (Unfunded)
	31st March, 2025	31st March, 2024	31st March, 2023
Defined benefit obligation at beginning of the year	5.82	5.04	4.68
Current service cost	0.37	0.42	0.41
Interest cost	0.35	0.34	0.32
Past service cost (vested benefits)	-	-	-
Benefits paid	-	-	-

Acturial (gain)/loss	0.06	0.02	(0.37)
Defined benefit obligation at year end	6.60	5.82	5.04

Reconciliation of opening and closing balances of fair value of plan assets

[In Millions]

Particulars	Gratuity (Funded)		Gratuity (Unfunded)
	31st March, 2025	31st March, 2024	31st March, 2023
Fair value of plan assets at beginning of year	0.50	-	-
Interest Income	0.04	-	-
Expected return on plan assets	-	-	-
Acturial gain/(loss)	-	-	-
Employer contribution	0.50	0.50	-
Benefits paid	-	-	-
Return on Plan Asset	-	-	-
Fair value of plan assets at year end	1.04	0.50	-

Reconciliation of fair value of assets and obligations

[In Millions]

Particulars	Gratuity (Funded)		Gratuity (Unfunded)
	31st March, 2025	31st March, 2024	31st March, 2023
Fair value of plan assets	1.04	0.50	-
Present value of obligation	6.60	5.82	5.04
Amount recognised in restated consolidated statement of assets and liabilities (surplus/(deficit))	(5.56)	(5.32)	(5.04)
Amount recognised in restated consolidated statement of assets and liabilities			
- Non current liabilities	3.71	3.58	4.30
- Current liabilities	1.85	1.74	0.74
Total	5.56	5.32	5.04

Expenses recognised during the year

[In Millions]

Particulars	Gratuity (Funded)		Gratuity (Unfunded)
	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
In income statement			
Current service cost	0.37	0.42	0.41
Interest cost	0.31	0.34	0.32
Past service cost	-	-	-
Return on plan assets	-	-	-
Net cost	0.68	0.76	0.73

In other comprehensive income Actuarial (gain)/loss Return on plan assets	0.06 -	0.02 -	(0.37) -
Net (income)/expenses for the period recognised in OCI	0.06	0.02	(0.37)

Significant acturial assumptions

Acturial assumptions	Gratuity (Funded)		Gratuity (Unfunded)
	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Mortality table (ALM)			
Discount rate (per annum)	6.82%	7.21%	7.49%
Rate of escalation in salary (per annum)	5.00%	5.00%	5.00%
Expected return on asset	6.82%	7.21%	NA
Rate of employee turnover (for service 4 years and below)	10.00%	10.00%	10.00%
Rate of employee turnover (for service 5 years and above)	2.00%	2.00%	2.00%
Demographic assumptions			
No. of members in service	74	73	90
Per month salary for members in service [in Rs.]	18,65,923	17,44,339	24,47,084
Average expected future service	15	16	16
Mortality rate during employment	Indian assured lives mortality (2012-14) urban	Indian assured lives mortality (2012-14) urban	Indian assured lives mortality (2012-14) urban

A quantitative sensitivity analysis for significant assumption is as shown below

[In Millions]

Acturial Assumptions	Gratuity (Funded)		Gratuity (Unfunded)
	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
i) Impact of change in discount rate			
Present Value of obligation at the end of the year	(5.56)	(5.32)	(5.04)
a) Impact due to increase of 1%	(0.50)	(0.45)	(0.44)
b) Impact due to decrease of 1%	0.59	0.53	0.52

ii) Impact of change in salary increase			
a) Impact due to increase of 1% b) Impact due to decrease of 1%	0.43 (0.36)	0.37 (0.31)	0.36 (0.30)
iii) Impact of change in employee turnover			
a) Impact due to increase of 1% b) Impact due to decrease of 1%	0.15 (0.17)	0.17 (0.19)	0.19 (0.21)

The sensitivity analysis above have been determined based on result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the defined benefit obligation as recognised in the restated consolidated statement of assets and liabilities.

Expected contribution for the next Annual reporting period

[In Millions]

Particulars		Gratuity (Funded)		Gratuity (Unfunded)
		Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
a) Service cost		0.42	0.37	0.42
b) Net Interest cost		0.45	0.35	0.34
c) Expected expense for the next annual reporting period	Total (a+b)	**0.87**	**0.72**	**0.76**

Major category of plan assets of the fair value of the total plan assets are as follows:-

Particulars	Gratuity (Funded)		Gratuity (Unfunded)
	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Insurance fund	100.00%	100.00%	N.A

Maturity profile of defined benefit obligation

[In Millions]

Year	Gratuity (Funded)		Gratuity (Unfunded)
	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
1st following year	1.27	1.28	0.75
2nd following year	0.19	0.17	0.17
3rd following year	0.19	0.18	0.21
4th following year	0.20	0.18	0.18
5th following year	0.30	0.19	0.18

Sum of years 6 to 10	3.23	2.82	2.80
Sum of years 11 and above	8.68	8.45	8.64

The weighted average duration of the defined benefit plan obligation at the end of reporting period is 8 years (March 31st, 2024: 12 years and March 31st, 2023 :12 years)

Notes:

1 The estimates of rate of escalation in salary considered in acturial valuation, take into account inflations, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

2 The expected contribution for Defined Benefit Plan for the next financial year will be in line with the year ended 31st March, 2025.

3 The Group makes provident fund (PF) contributions to defined contribution benefit plans for eligible employees. Under the scheme the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions specified under the law are paid to the government authorities (PF commissioner).

4 Amount towards defined contribution Plan have been recognized under Salary, wages, gratuity & other benefits” in Note 34.

5 Defined benefit plan:

The entity has a defined benefit gratuity plan in India (funded). The entitys defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the board of trustees. The board of trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

General description of the plan:

The company operates a defined benefit plan (the gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

The defined benefit plans typically expose the company to various risk such as :

(a) Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

(b) Interest risk:

A fall in the discount rate which is linked to the G.Sec. rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

(c) Mortality risk:

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

(d) Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(e) Asset liability matching risk

The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk

(f) Concentration risk

Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very low as insurance companies have to follow stringent regulatory guidelinesThe plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk

Note - 46 - Related party disclosures

A. (i) **List of related parties**

Sno.	Relationship	Name of the party
1	Key managerial personnel [KMP]	1) Shri Arun Kumar Jain [Managing Director] 2) Shri Anoop Agrawal [Whole time Director & Chief Financial Officer] [CFO appointed w.e.f. 10-05-2024] 3) Shri Ankit Tandon [Chief Executive Officer] 4) Shri Saurabh Mittal [Joint Chief Financial Officer] [appointed w.e.f. 16-12-2024] 5) Ms. Palak Rathore [Company Secretary & Compliance Officer] 6) Mrs.Khushboo Palod [Group Corporate Legal Officer] [appointed w.e.f. 06-03-2025] 7) Smt. Shriya Kapoor
2	Enterprises over which key managerial personnel are able to exercise significant influence	1) Highway & Tandon Tollways Pvt. Ltd. [Subsidiary Company] 2) Highway & Tandon Tollways [Having 51% share] 3) Indore Highway Real Estates Pvt. Ltd. 4) Sacham Highway Real Estates Pvt. Ltd. 5) Ankit Tandon Enterprises and Tollways Pvt. Ltd.

		6) Gangotri Developers Pvt. Ltd. 7) Dharti Highway LLP 8) International Service Centre 9) Vinod Kumar Jain 10) Alok Bulk Carrier
3	Others	1) Smt. Bhavna Pujara [Independent Director] (cessation w.e.f. 25-06-2024) 2) Smt. Daljeet Kharbanda [Independent Director] (cessation w.e.f. 05-05-2023) 3) Shri Omachyutam Singh Chauhan [Independent Director] (cessation w.e.f. 29-03-2024) 4) Shri Omprakash Shrivastva [Independent Director] (appointed w.e.f. 01-07-2024) 5) Shri Ujjwal Kumar Gosh [Independent Director] (appointed w.e.f. 01-07-2024) 6) Ms. Ritika Agrawal [Independent Director] (appointed w.e.f. 01-07-2024) 7) Shri Riddharth Jain [Director] (appointed w.e.f. 01-03-2024) 8) Shri Omprakash Agrawal

(i) **Related Party Transactions**

[In Millions]

S No.	Related Party Transaction Summary	Key Managerial Personnel [KMP]			Enterprises over which Key Managerial Personnel are able to exercise significant influence.			Others		
		Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
1	Sales services and other income									
	M/s. Vinod Kumar Jain	-	-	-	0.63	10.90	11.76	-	-	-
	Sacham Highway Real Estates Pvt. Ltd.	-	-	-	93.64	30.13	-	-	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	-	-	-	0.18	0.37	-	-	-	-
	Total				94.45	41.40	11.76			
2	Interest Income									
	Sacham Highway Real Estates Pvt. Ltd.	-	-	-	11.21	4.94	-	-	-	-
	Indore Highway Real Estates Pvt. Ltd.	-	-	-	-	-	0.002	-	-	-
	Total	-	-	-	11.21	4.94	0.002	-	-	-
3	Purchases of materials and components									
	Gangotri Developers Pvt. Ltd.	-	-	-	1.41	-	5.24	-	-	-
	M/s. International Service Centre	-	-	-	15.27	9.81	27.73	-	-	-
	M/s. Dharti Highway LLP	-	-	-	0.44	20.97	48.28	-	-	-
	Alok Bulk Carrier	-	-	-	0.01	-	-	-	-	-
	Total	-	-	-	17.13	30.78	81.25	-	-	-
4	Key Managerial Remuneration									
	Shri Anoop Agrawal	6.00	4.50	6.50	-	-	-	-	-	-
	Shri Arun Kumar Jain	6.00	4.50	6.50	-	-	-	-	-	-
	Shri Ankit Tandon	4.80	2.70	4.80	-	-	-	-	-	-

	Shri Saurabh Mittal	0.55	-	-	-	-	-	-	-	-
	Ms. Palak Rathore	0.54	-	-	-	-	-	-	-	-
	Mrs. Khushboo Palod	0.11	-	-	-	-	-	-	-	-
	Smt. Shriya Kapoor	1.85	-	-	-	-	-	-	-	-
	Total	19.85	11.70	17.80	-	-	-	-	-	-
5	Directors' Sitting Fees									
	Smt. Bhavana Pujara	-	-	-	-	-	-	0.02	0.06	0.05
	Shri Omachyutam Singh Chauhan	-	-	-	-	-	-	-	0.06	0.05
	Smt. Daljeet Kharbanda	-	-	-	-	-	-	-	0.01	0.05
	Shri Omprakash Shrivastva	-	-	-	-	-	-	0.11	0.05	-
	Shri Ujjwal Kumar Ghosh	-	-	-	-	-	-	0.07	-	-
	Ms. Ritika Agrawal	-	-	-	-	-	-	0.08	-	-
	Total	-	-	-	-	-	-	0.28	0.18	0.15

S No.	Related Party Transaction Summary	Key Managerial Personnel [KMP]			Enterprises over which Key Managerial Personnel are able to exercise significant influence.			Others		
		Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
6	Interest paid									
	Shri Anoop Agrawal	0.35	-	0.11	-	-	-	-	-	-
	Shri Arun Kumar Jain	0.28	-	0.13	-	-	-	-	-	-
	Shri Ankit Tandon	-	0.29	-	-	-	-	-	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	-	-	-	9.14	7.90	2.51	-	-	-
	Total	0.63	0.29	0.24	9.14	7.90	2.51	-	-	-
7	Office Rent & Lease Payments									
	Shri Anoop Agrawal	0.64	0.64	0.64	-	-	-	-	-	-
	Shri Omprakash Agrawal	-	-	-	-	-	-	1.20	1.10	-
	Total	0.64	0.64	0.64	-	-	-	1.20	1.10	-

8	Sub-Contract Expenses									
	M/s. Vinod Kumar Jain	-	-	-	29.33	69.80	54.42	-	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	-	-	-	0.18	0.28	0.55	-	-	-
	Total	-	-	-	29.51	70.08	54.97	-	-	-
9	Unsecured Loans Taken									
	- Shri Anoop Agrawal									
	Opening Balance	-	4.10	-	-	-	-	-	-	-
	Taken during the year	29.42	-	23.81	-	-	-	-	-	-
	Repaid during the year	(29.42)	(4.10)	(19.71)	-	-	-	-	-	-
	Closing Balance	-	-	4.10	-	-	-	-	-	-
	- Shri Arun Kumar Jain									
	Opening Balance	-	0.22	0.01	-	-	-	-	-	-
	Taken during the year	18.05	-	11.63	-	-	-	-	-	-
	Repaid during the year	(18.05)	(0.22)	(11.42)	-	-	-	-	-	-
	Closing Balance	-	-	0.22	-	-	-	-	-	-
	- Ankit Tandon Enterprise and Tollways Pvt Ltd									
	Opening Balance	-	-	-	63.44	46.72	1.79	-	-	-
	Taken during the year	-	-	-	75.55	43.39	72.72	-	-	-
	Repaid during the year	-	-	-	(31.67)	(26.67)	(27.79)	-	-	-
	Closing Balance	-	-	-	107.32	63.44	46.72	-	-	-
	- Smt. Shriya Kapoor									
	Opening Balance	0.15	-	-	-	-	-	-	-	-
	Taken during the year	-	0.15	-	-	-	-	-	-	-
	Repaid during the year	(0.15)	-	-	-	-	-	-	-	-
	Closing Balance	-	0.15	-	-	-	-	-	-	-

	- Shri Ankit Tandon									
	Opening Balance	-	0.01	0.01	-	-	-	-	-	-
	Taken during the year	-	105.24	1.50	-	-	-	-	-	-
	Repaid during the year	-	(105.25)	(1.05)	-	-	-	-	-	-
	Closing Balance	-	-	0.01	-	-	-	-	-	-
10	Loans and Advances given									
	- Shri Anoop Agrawal									
	Opening Balance	13.00	14.51	-	-	-	-	-	-	-
	Taken during the year	40.00	35.00	15.81	-	-	-	-	-	-
	Repaid during the year	(10.00)	(36.51)	(1.30)	-	-	-	-	-	-
	Closing Balance	43.00	13.00	14.51	-	-	-	-	-	-
	- Shri Arun Kumar Jain									
	Opening Balance	4.50	-	-	-	-	-	-	-	-
	Taken during the year	50.00	15.00	-	-	-	-	-	-	-
	Repaid during the year	-	(10.50)	-	-	-	-	-	-	-
	Closing Balance	54.50	4.50	-	-	-	-	-	-	-
	- Shri Ankit Tandon									
	Opening Balance	41.82	-	-	-	-	-	-	-	-
	Taken during the year	20.40	45.32	1.50	-	-	-	-	-	-
	Repaid during the year	(62.22)	(3.50)	(1.50)	-	-	-	-	-	-
	Closing Balance	-	41.82	-	-	-	-	-	-	-

(ii) **Balance at the end of the year**

[In Millions]

S No.	Related Party Transaction Summary	Key Managerial Personnel [KMP]			Enterprises over which Key Managerial Personnel are able to exercise significant influence.			Others		
		Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
1	Unsecured Loans									

	Shri Anoop Agrawal	-	-	0.22	-	-	-	-	-	-
	Shri Arun Kumar Jain	-	-	4.10	-	-	-	-	-	-
	Shri Ankit Tandon	-	-	0.01	-	-	-	-	-	-
	Smt. Shriya Kapoor	-	0.15	-	-	-	-	-	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	-	-	-	107.32	63.44	46.72	-	-	-
	Total	-	0.15	4.33	107.32	63.44	46.72	-	-	-
2	Trade Payables									
	M/s. Vinod Kumar Jain	-	-	-	-	3.54	4.42	-	-	-
	M/s. Dharti Highway LLP	-	-	-	-	2.07	5.57	-	-	-
	Total	-	-	-	-	5.61	9.99	-	-	-
3	Advance to Suppliers									
	M/s. Dharti Highway LLP	-	-	-	2.48	-	-	-	-	-
	Total	-	-	-	2.48	-	-	-	-	-
4	Creditor for Expenses									
	Shri Ankit Tandon	4.42	0.72	-	-	-	-	-	-	-
	Shri Anoop Agrawal	0.46	-	0.28	-	-	-	-	-	-
	Shri Arun Kumar Jain	0.46	-	0.28	-	-	-	-	-	-
	Shri Omprakash Agrawal	-	-	-	-	-	-	-	0.11	-
	Smt. Bhavana Pujara	-	-	-	-	-	-	-	0.05	0.04
	Smt. Daljeet Kharbanda	-	-	-	-	-	-	-	0.06	0.05
	Shri Omprakash Shrivastva	-	-	-	-	-	-	0.01	0.04	-
	Shri Om Achyutam Singh Chauhan	-	-	-	-	-	-	-	-	0.04
	Smt. Ritika Agrawal	-	-	-	-	-	-	0.01	-	-
	Shri Ujjwal Kumar Ghosh	-	-	-	-	-	-	0.01	-	-
	Ms. Palak Rathore	0.002	-	-	-	-	-	-	-	-
	Gangotri Developers Pvt. Ltd.	-	-	-	0.13	-	-	-	-	-
	M/s. Alok Bulk Carrier	-	-	-	0.01	-	-	-	-	-
	M/s. International Service Centre	-	-	-	1.43	-	-	-	-	-
	Smt. Shriya Kapoor	0.31	-	-	-	-	-	-	-	-
	Total	5.65	0.72	0.56	1.57	-	-	0.03	0.26	0.13

5	Trade Receivables									
	Sacham Highway Real Estates Pvt. Ltd.	-	-	-	66.13	51.49	43.37	-	-	-
	Ankit Tandon Enterprises & Tollways Pvt. Ltd.	-	-	-	0.19	-	-	-	-	-
	M/s. Vinod Kumar Jain	-	-	-	0.48	-	-	-	-	-
	Total	-	-	-	66.80	51.49	43.37	-	-	-
6	Security Rent Deposits									
	Shri Anoop Agrawal	0.30	0.30	0.30	-	-	-	-	-	-
	Total	0.30	0.30	0.30	-	-	-	-	-	-
7	Loans and advances given									
	Shri Anoop Agrawal	43.00	13.00	14.51	-	-	-	-	-	-
	Shri Arun Kumar Jain	54.50	4.50	-	-	-	-	-	-	-
	Shri Ankit Tandon	-	41.82	-	-	-	-	-	-	-
	Total	97.50	59.32	14.51	-	-	-	-	-	-
8	Other Receivables									
	Sacham Highway Real Estates Pvt. Ltd.	-	-	-	5.51	-	-	-	-	-
	Total	-	-	-	5.51	-	-	-	-	-
9	Security Deposits Taken									
	M/s. Vinod Kumar Jain	-	-	-	21.35	18.25	-	-	-	-
	Total	-	-	-	21.35	18.25	-	-	-	-
10	Security Deposits Given									
	Sacham Highway Real Esates Pvt Ltd	-	-	-	51.00	51.00	-	-	-	-
	Total	-	-	-	51.00	51.00	-	-	-	-
11	Guarantee Given									
	Dharti Highway LLP	-	-	-	-	54.10	54.10	-	-	-
	Sacham Highway Real Esates Pvt	-	-	-	1.40	1.40	-	-	-	-

	Ltd									
	Total	-	-	-	1.40	55.50	54.10	-	-	-

B. **The following are the details of the transactions eliminated on consolidation as per Ind AS 110 read with ICDR Regulations during the years ended 31st March, 2025, 31st March, 2024 and 31st March, 2023.**

(i) **Transactions by the parent with other group companies**

Description of Relationship	Name of the related party
Subsidiaries where control exist	1) Highway & Tandon Tollways Pvt. Ltd. [Subsidiary Company] 2) Highway & Tandon Tollways [Having 51% share]

(ii) **Related Party Transactions**

S No.	Related Party Transaction Summary	Key Managerial Personnel [KMP]			Enterprises over which Key Managerial Personnel are able to exercise significant influence.			Others		
		Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
1	Sales services and other income									
	Highway & Tandon Tollways	-	-	-	-	-	0.50	-	-	-
	Highway & Tandon Tollways Pvt. Ltd.	-	-	-	46.97	-	-	-	-	-
	Total	-	-	-	46.97	-	0.50	-	-	-
2	Interest Income									
	Highway & Tandon Tollways Pvt. Ltd.	-	-	-	19.75	17.10	4.53	-	-	-
	Total	-	-	-	19.75	17.10	4.53	-	-	-
3	Bank Guarantee Charges									
	Highway & Tandon Tollways	-	-	-	-	2.34	-	-	-	-
	Total	-	-	-	-	2.34	-	-	-	-

4	Loans and advances taken									
	- Highway & Tandon Tollways Pvt Ltd									
	Opening balance	-	-	-	-	-	-	-	-	-
	Taken during the year	-	-	-	-	-	6.50	-	-	-
	Repaid during the year	-	-	-	-	-	(6.50)	-	-	-
	Closing balance	-	-	-	-	-	-	-	-	-
5	Loans and Advances Given - Highway & Tandon Tollways Pvt. Ltd.									
	Opening balance	-	-	-	160.48	140.64	18.20	-	-	-
	Taken during the year	-	-	-	34.76	22.05	143.14	-	-	-
	Repaid during the year	-	-	-	(17.97)	(2.21)	(20.70)	-	-	-
	Closing balance	-	-	-	177.27	160.48	140.64	-	-	-
-	Highway & Tandon Tollways Private Limited									
1	Loans and advances taken									
	- Highway Infrastructure Ltd.									
	Opening balance	-	-	-	160.48	140.64	18.20	-	-	-
	Taken during the year	-	-	-	34.76	22.05	143.14	-	-	-
	Repaid during the year	-	-	-	(17.97)	(2.21)	(20.70)	-	-	-
	Closing balance	-	-	-	177.27	160.48	140.64	-	-	-
	- Highway & Tandon Tollways									
	Opening balance	-	-	-	-	-	-	-	-	-
	Taken during the year	-	-	-	-	29.94	-	-	-	-
	Repaid during the year	-	-	-	-	(29.94)	-	-	-	-
	Closing balance	-	-	-	-	-	-	-	-	-
2	Loans and advances given									
	- Highway Infrastructure Ltd.									
	Opening balance	-	-	-	-	-	-	-	-	-

	Taken during the year	-	-	-	-	-	6.50	-	-	-
	Repaid during the year	-	-	-	-	-	(6.50)	-	-	-
	Closing balance	-	-	-	-	-	-	-	-	-
2	Interest paid									
	- Highway Infrastructure Ltd.	-	-	-	19.75	17.10	4.53	-	-	-
	Total	-	-	-	19.75	17.10	4.53	-	-	-
3	Development Expenses									
	- Highway Infrastructure Ltd.	-	-	-	46.97	-	-	-	-	-
	Total	-	-	-	46.97	-	-	-	-	-
- Highway & Tandon Tollways										
1	Finance charges									
	- Highway Infrastructure Ltd.	-	-	-	-	-	0.50	-	-	-
	Total	-	-	-	-	-	0.50	-	-	-
2	BG charges received									
	- Highway Infrastructure Ltd.	-	-	-	-	2.34	-	-	-	-
	Total	-	-	-	-	2.34	-	-	-	-
3	Loans and advances given									
	- Highway & Tandon Tollways									
	Opening balance	-	-	-	-	-	-	-	-	-
	Taken during the year	-	-	-	-	29.94	-	-	-	-
	Repaid during the year	-	-	-	-	(29.94)	-	-	-	-
	Closing balance	-	-	-	-	-	-	-	-	-

(iii) **Balance at the end of the year**

[In Millions]

S No.	Related Party Transaction Summary	Key Managerial Personnel [KMP]			Enterprises over which Key Managerial Personnel are able to exercise significant influence.			Others		
		Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
1	Non-current Investments									
	Highway & Tandon Tollways Pvt. Ltd.	-	-	-	0.51	0.51	0.51	-	-	-
	Highway & Tandon Tollways AOP	-	-	-	0.51	0.51	0.51	-	-	-
	Total	-	-	-	1.02	1.02	1.02	-	-	-
2	Current Investment									
	Highway & Tandon Tollways AOP	-	-	-	49.31	45.50	4.95	-	-	-
	Total	-	-	-	49.31	45.50	4.95	-	-	-
3	Loans and advances given									
	Highway & Tandon Tollways Pvt. Ltd.	-	-	-	177.27	160.49	140.64	-	-	-
	Total	-	-	-	177.27	160.49	140.64	-	-	-
Highway & Tandon Tollways Private Limited										
1	Unsecured loans taken									
	Highway Infrastructure Ltd.	-	-	-	177.27	160.49	140.64	-	-	-
	Total	-	-	-	177.27	160.49	140.64	-	-	-

Note - 47 - Corporate social responsibility

In accordance with the provisions on Section 135 of the Companies Act, 2013, the board of directors of the company has constituted a CSR committee. The details of CSR activities are as follows :

[In Millions]

Sr. No.	Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
1	Brought forward of amount spent beyond the statutory requirement	0.02	1.52	-
2	Gross amount required to be spent by the company during the year as per Companies Act, 2013	3.38	2.38	1.96
3	Amount spent by the company during the year on the following:			
	(a) Construction / acquisition of any asset	-	-	-
	(b) Donations and financial assistance for education	0.20	0.10	-
	(c) Promoting health care including preventive health care and sanitization	3.40	0.78	-
	(d) Food distribution drive to fight hunger	-	-	3.13
	(e) Eradicating poverty	-	-	0.35
	(f) Covid-19 relief related activities	-	-	-
		3.60	0.88	3.48
4	Amount spent in previous year more than prescribed limit	0.24	0.02	1.52
5	Closing amount yet to be spent	-	-	-
6	Carry forward of amount spent beyond the statutory requirement	0.24	0.02	1.52
7	Shortfall at the end of the year	-	-	-
8	Total of previous year shortfalls	-	-	-
9	Reasons for shortfalls	Not Applicable	Not Applicable	Not Applicable

Note - 48 - Other notes

Disclosure on financial instruments

(a) All the financial instruments are initially recognized and subsequently re-measured at fair value as described below:

(i) The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date.

(ii) All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date. Fair value measurement hierarchy:

[In Millions]

Particulars		As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
A.	Financial assets	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
I	At amortized cost						
(i)	Loans	112.50	112.50	59.32	59.32	15.82	15.82

(ii)	Other non current financial assets	44.42	44.42	102.84	102.84	140.90	140.90
(iii)	Trade receivables	398.29	398.29	272.35	272.35	229.55	229.55
(iv)	Cash and cash equivalents	92.55	92.55	168.48	168.48	38.00	38.00
(v)	Bank balances other than cash and cash equivalents	56.15	56.15	64.35	64.35	50.80	50.80
(vi)	Other current financial assets	316.11	316.11	323.35	323.35	115.19	115.19
II	At FVTPL	-	-	-	-	-	-
III	At FVTOCI	-	-	-	-	-	-
	TOTAL	1,020.02	1,020.02	990.69	990.69	590.26	590.26
B.	Financial liabilities						
(i)	Borrowings	718.15	718.15	696.22	696.22	633.60	633.60
(ii)	Lease liabilities	3.00	3.00	4.47	4.47	2.68	2.68
(iii)	Trade payables	154.26	154.26	142.26	142.26	73.17	73.17
(iv)	Other financial liabilities	204.57	204.57	152.50	152.50	85.04	85.04
	TOTAL	1,079.98	1,079.98	995.45	995.45	794.49	794.49

The management assess the fair value of loans, cash and cash equivalents, other bank balances, trade receivables, trade payables and other current financial assets and liabilities and it is approximate to their carrying value largely due to the short term maturities of these instruments.

There have been no transfers between Level 1, Level 2 and Level 3 during the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023.

Fair value hierarchy:

The Group uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

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

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

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

Financial risk management objectives and policies:

The Group's principal financial liabilities, other than derivatives, comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Group's working capital requirements. The Group has various financial assets such as trade receivable, short term deposits and cash & cash equivalents, which arise directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Company's Board of Directors oversees the management of these risks and also ensures that financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Groups policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of theses risks, which are summarised below.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, debt and equity investments and derivative financial instruments.

B. Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Group are principally denominated in rupees with a mix of fixed and floating rates of interest. In order to optimize the Groups position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Fixed rate borrowings	149.51	103.58	228.68
Floating rate borrowings	568.64	592.64	404.92

Interest rate risk is the risk that the future cash flow with respect to interest payments on borrowing will fluctuate because of change in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligation with floating interest rates.

C. Interest rate sensitivity analysis:

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Group's cash flows as well as costs.

The Group is subject to variable interest rates on some of its interest bearing liabilities. The Group's interest rate exposure is mainly related to debt obligations. The Group also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term loans.

As at 31st March, 2025, 31st March, 2024 and 31st March, 2023 financial liability of Rs. 568.64 Millions, Rs. 592.64 Millions and Rs.404.92 Millions were subject to variable interest rates. Increase/decrease of 100 basis points in interest rates would result in decrease/increase in profit/(loss) before tax of Rs. 0.52 Millions, Rs. 0.65 Millions and Rs. 0.43 Millions for the years ended 31st March, 2025, 31st March, 2024 and 31st March, 2023 respectively.

The model assumes that interest rate changes are instantaneous parallel shifts in the yield curve. Although some assets and liabilities may have similar maturities or periods to re-pricing, these may not react correspondingly to changes in market interest rates. Also, the interest rates on some types of assets and liabilities may fluctuate with changes in market interest rates, while interest rates on other types of assets may change with a lag.

The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the reporting date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(Note: The impact is indicated on the profit/(loss) before tax basis).

D. Equity price risk:

The Group's non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The board of directors reviews and approves all equity investment decisions.

At the reporting date, the exposure to unlisted equity securities at fair value was Rs.Nil lakhs (March 31st, 2024 Rs: Nil) (March 31st, 2023 Rs.Nil).

E. Credit risk:

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, and other financial instruments.

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the Group. Credit risk arises mainly from the outstanding receivables from customers. The Group has a prudent and conservative process for managing its credit risk arising in the course of its business activities. The credit ratings/market standing of the customers are evaluated on a regular basis.

Trade receivables

Customer credit risk is managed subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored by management & president sales and corrective actions are taken.

The movement in allowance for impairment in respect of trade receivables is as follows:

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Balance at the beginning of the year	-	-	-
Provision created during the year	-	-	-
Provision utilised/(reversed) during the year	-	-	-
Balance at the end of the year	-	-	-

The movement in the allowance for bad and doubtful other assets is as follows:

[In Millions]

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Balance at the beginning of the year	-	-	-
Provision created during the year	-	-	-
Provision utilised/(reversed) during the year	-	-	-
Balance at the end of the year	-	-	-

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the companys finance & accounts department in accordance with the companys policy. Investments of surplus funds are made with banks in Fixed deposits

F. Liquidity risk:

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group's approach to manage liquidity is to have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Group's reputation.

Management manages the liquidity risk by monitoring cash flow forecasts on a periodic basis and maturity profiles of financial assets and liabilities. This monitoring takes into account the accessibility of cash and cash equivalents and additional undrawn financing facilities. The Group will continue to consider various borrowings options to maximize liquidity and supplement cash requirements as necessary. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and buyers' credit facilities. As at 31st March 2025, the group has available Rs. 401.16 millions (March 31st, 2024: Rs. 366.16 millions, March 31st, 2023: Rs.138.45 millions) in form of undrawn committed borrowing limits.

Liquidity risk arises from the Group's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities . The Group maintains adequate cash and cash equivalents along with the need based credit limits to meet the liquidity needs.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

[In Millions]

	Less than 1 Year	1 to 5 Years	> 5 Years	Total
As at March 31st, 2025				
Borrowings	587.48	130.67	-	718.15
Lease Liabilites	1.65	1.35	-	3.00
Trade payables	154.26	-	-	154.26
Other financial liabilities	204.57	-	-	204.57
	947.96	132.02	-	1,079.98
As at March 31st, 2024				
Borrowings	611.87	84.35	-	696.22
Lease Liabilites	1.47	3.00	-	4.47
Trade payables	140.20	2.06	-	142.26
Other financial liabilities	102.36	34.88	15.26	152.50
	855.90	124.29	15.26	995.45
As at March 31st, 2023				
Borrowings	436.40	197.20	-	633.60
Lease Liabilites	0.42	2.26	-	2.68
Trade payables	70.29	2.87	-	73.16
Other financial liabilities	24.66	34.62	25.76	85.04
	531.77	236.95	25.76	794.48

G. Capital risk management

For the purpose of the Groups capital management, capital includes issued equity capital, security premium and all other equity attributable to the equity holders. The primary objective of the Groups capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents and other bank balances.

[In Millions]

	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2023
Borrowings (refer Note 20 & 24)	718.15	696.22	633.60
Less: Cash & cash equivalents and other bank balances (refer Note 12 & 13)	(148.70)	(232.83)	(88.80)
Net debt	569.45	463.39	544.80
Total capital	1,177.22	1,001.85	748.11
Capital and net debt	1,746.67	1,465.24	1,292.91
Gearing ratio [Net debt/ capital and net debt]	32.60%	31.63%	42.14%

In order to achieve this overall objective, the Groups capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023.

Note - 49 - Additional regulatory information

1 The title deeds of all the immovable properties (other than properties where the group entities are the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the concerning group entities.

2 No proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

3 The group has filed monthly returns or statements with the banks in respect of sanctioned working capital facilities, which materially are in agreement with the books of account.

4 The group entities are not declared a wilful defaulter by any bank or financial institution or any other lender.

5 During the reporting period, the Group entities have not entered into any material transaction with the companies struck-off under s. 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

6 The Group entities does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

7 The Group entities, wherever required, have complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (restriction on number of layers) Rules, 2017

8 The Group entities have not applied for any scheme of arrangements in terms of Sections 230 to 237 of the Companies Act, 2013.

9 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 Group entities to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group entities (ultimate beneficiaries). The Group entities have not received any fund from any party(s) (funding party) with the understanding that the Group entities shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group entities ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

10 The Group entities have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the reporting period in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).

11 The Group entities have not traded or invested in crypto currency or virtual currency during the reporting period.

12 Disclosure relating to various ratios

(i) **For the year ended 31st March, 2025**

[In Millions]

Sno.	Particulars	As at 31st March, 2025	As at 31st March, 2024	% of Changes compared to preceding year	Remarks (mandatory if
(a)	Current ratio (in times) [Current assets / current liabilities]				
	Current assets	1,910.51	1,583.17		
	Current liabilities	1,002.67	933.56		
	Current ratio	1.91	1.70	12.36%	Not Applicable
(b)	Debt equity ratio (in times) [Total debts / total equity]				
	Total debts [Non current borrowings + current borrowings]	718.15	696.22		
	Total equity	1,177.22	1,001.85		Not Applicable
	Debt equity ratio	0.61	0.69	(12.22%)	
(c)	Debt service coverage ratio (in times) [Earning available for debt service / debt service]				
	Earning available for debt service [Profit after taxes + finance costs + depreciation / amortisation]	322.28	330.50		
	Debt service	93.58	121.73		
	[Finance costs + scheduled principal repayment of non current borrowings (current maturities of long term debts of previous year)]				
	Debt service ratio	3.44	2.72	26.85%	Due to more decrease in debt earning available for debt service

	[Principal repayments] [Finance cost]	19.23 74.35	31.48 90.25		
(d)	Return on equity ratio (in percentage) [Profit after tax / average total equity] Profit after tax Average total equity [(Opening total equity + closing total equity)/2] Return on equity ratio	 223.98 1,089.54 20.56%	 214.14 874.96 24.47%	(16.00%)	Not Applicable
(e)	Inventory turnover ratio (in times) [Sale of prodeucts / average inventory] Sale of products Average inventory [(opening inventory + closing inventory) / 2] Inventory turnover ratio	 1,100.01 781.93 1.407	 917.07 651.24 1.408	(0.10%)	Not Applicable
(f)	Trade Receivable Turnover Ratio (in times) [Turnover/ average trade receivables] Turnover (revenue from operations) Average trade recievables [(Opening trade receivables + closing trade receivables)/2] Trade receivable turnover ratio	 4,957.15 335.32 14.78	 5,734.54 250.95 22.85	(35.31%)	Due to decrease in turnover and increase in average trade receivables

[In Millions]

Sno.	Particulars	As at 31st March, 2025	As at 31st March, 2024	% of Changes compared to preceding year	Remarks (mandatory if Variation>25%)
(g)	Trade payable turnover ratio (in time) [Net purchases/ average trade payables] Net purchases (operating costs) Average trade payables [(Opening trade payables + closing trade payables)/2] Trade payable turnover ratio	 4,658.63 148.26 31.42	 5,263.92 107.72 48.87	(35.70%)	Due to decrease in operating costs and increase in average trade payables
(h)	Net capital turnover ratio (in times) [Turnover / working capital] Turnover (revenue from operations) Working capital [Current assets (-) current liabilities] Net capital turnover ratio	 4,957.15 907.84 5.46	 5,734.54 649.61 8.83	(38.14%)	Due to decrease in turnover but increase in working

					capital.
(i)	Net profit ratio (in percentage) [Net profit after tax / turnover] Profit after tax Turnover Net profit ratio	 223.98 4,957.15 4.52%	 214.14 5,734.54 3.73%	 21.00%	Not Applicable
(j)	Return on capital employed (in percentage) [Earning before interest & tax / capital employed] Earning before interest & tax Capital employed [Total equity + total borrowings] Return on capital employed	 376.90 1,895.37 19.89%	 389.53 1,698.07 22.94%	 (13.31%)	Not Applicable
(k)	Return on investment ratio (in percentage) [Net gain on investment / investment] Net gain on investment Investment Return of investment ratio	 28.42 131.94 21.54%	 0.57 149.85 0.38%	 5562.78%	Due to increase in net gain on investment & decrease in the value of investment.

(ii) **For the year ended 31st March, 2024**

[In Millions]

Sno.	Particulars	As at 31st March, 2024	As at 31st March, 2023	% of Changes compared to preceding year	Remarks (mandatory if Variation>25%)
(a)	Current ratio (in times) [Current assets / current liabilities] Current assets Current liabilities Current ratio	 1,583.17 933.56 1.70	 1,123.01 614.03 1.83	 (7.28%)	Not Applicable
(b)	Debt equity ratio (in times) [Total debts / total equity] Total debts [Non current borrowings + current borrowings] Total equity Debt equity ratio	 696.22 1,001.85 0.69	 633.60 748.11 0.85	 (17.95%)	Not Applicable
(c)	Debt service coverage ratio (in times)				

	[Earning available for debt service / debt service]				
	Earning available for debt service [Profit after taxes + finance costs + depreciation / amortisation]	330.50	236.94		
	Debt service [Finance costs + scheduled principal repayment of non current borrowings (current maturities of long term debts of previous year)]	121.73	105.65		
	Debt service ratio	2.72	2.24	21.06%	Not Applicable
	[Principal repayments]	31.48	31.79		
	[Finance cost]	90.25	73.86		
(d)	Return on equity ratio (in percentage) [Profit after tax / average total equity]				
	Profit after tax	214.14	138.00		
	Average total equity [(Opening total equity + closing total equity)/2]	874.96	690.91		Not Applicable
	Return on equity ratio	24.47%	19.97%	22.53%	
(e)	Inventory turnover ratio (in times) [Sale of prodeucts / average inventory]				
	Sale of products	917.07	962.39		Not Applicable
	Average inventory [(opening inventory + closing inventory) / 2]	651.24	604.40		
	Inventory turnover ratio	1.408	1.592	(11.56%)	
(f)	Trade Receivable Turnover Ratio (in times) [Turnover/ average trade receivables]				
	Turnover (revenue from operations)	5,734.54	4,551.33		
	Average trade recievables [(Opening trade receivables + closing trade receivables)/2]	250.95	199.71		Not Applicable
	Trade receivable turnover ratio	22.85	22.79	0.27%	

[In Millions]

Sno.	Particulars	As at 31st March, 2024	As at 31st March, 2023	% of Changes compared to preceding year	Remarks (mandatory if Variation>25%)
(g)	Trade payable turnover ratio (in time) [Net purchases/ average trade payables]				Due to increase in operating costs of the company during the year, in comparison to preceding financial year without
	Net purchases (operating costs)	5,263.92	4,098.29		
	Average trade payables [(Opening trade payables + closing trade payables)/2]	107.72	139.90		
	Trade payable turnover ratio	48.87	29.30	66.81%	

					corresponding increase in level of average trade paybles
(h)	Net capital turnover ratio (in times) [Turnover / working capital] Turnover (revenue from operations) Working capital [Current assets (-) current liabilities] Net capital turnover ratio	 5,734.54 649.61 8.83	 4,551.33 508.98 8.94	 (1.28%)	Not Applicable
(i)	Net profit ratio (in percentage) [Net profit after tax / turnover] Profit after tax Turnover Net profit ratio	 214.14 5,734.54 3.73%	 138.00 4,551.33 3.03%	 23.16%	Not Applicable
(j)	Return on capital employed (in percentage) [Earning before interest & tax / capital employed] Earning before interest & tax Capital employed [Total equity + total borrowings] Return on capital employed	 389.53 1,698.07 22.94%	 268.78 1,381.71 19.45%	 17.92%	Not Applicable
(k)	Return on investment ratio (in percentage) [Net gain on investment / investment] Net gain on investment Investment Return of investment ratio	 0.57 149.85 0.38%	 0.65 148.59 0.44%	 (14.04%)	Not Applicable

Note- 50 - Disclosure of additional information pertaining to the Parent Company, Subsidiaries as per Schedule III of Companies Act, 2013

Disclosure of additional information pertaining to the Parent Company, Subsidiaries as per Schedule III of Companies Act, 2013

As at 31st March, 2025

[In Millions]

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive Income		Share in Total comprehensive Income	
	Amount	As % of consolidate	Amount	As % of consolidate	Amount	As % of consolidate	Amount	As % of consolidate
A. Parent								
Highway Infrastructure	1,077.6	95.51%	196.70	87.82%	(0.04)	100.00%	196.66	87.82%

Limited	7							
B. Subsidiaries								
a) Indian								
Highway & Tandon Tollways Private Limited	0.86	0.08%	4.66	2.08%	-	-	4.66	2.08%
Highway & Tandon Tollways	49.83	4.42%	22.62	10.10%	-	-	22.62	10.10%
b) Foreign	-	-	-	-	-	-	-	-
TOTAL	1,128.36	100.00%	223.98	100.00%	(0.04)	100.00%	223.94	100.00%

As at 31st March, 2024

[In Millions]

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive Income		Share in Total comprehensive Income	
	Amount	As % of consolidate	Amount	As % of consolidate	Amount	As % of consolidate	Amount	As % of consolidate
A. Parent								
Highway Infrastructure Limited	884.98	94.99%	189.62	88.55%	(0.01)	100.00%	189.61	88.55%
B. Subsidiaries								
a) Indian								
Highway & Tandon Tollways Private Limited	0.71	0.08%	(1.13)	(0.53%)	-	-	(1.13)	(0.53%)
Highway & Tandon Tollways	46.01	4.93%	25.65	11.98%	-	-	25.65	11.98%
b) Foreign	-	-	-	-	-	-	-	-
TOTAL	931.70	100.00%	214.14	100.00%	(0.01)	100.00%	214.13	100.00%

As at 31st March, 2023

[In Millions]

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive Income		Share in Total comprehensive Income	
	Amount	As % of consolidate	Amount	As % of consolidate	Amount	As % of consolidate	Amount	As % of consolidate
A. Parent								
Highway Infrastructure Limited	733.88	99.01%	117.12	84.87%	0.28	100.00%	117.40	84.90%
B. Subsidiaries								
a) Indian								
Highway & Tandon Tollways Private Limited	1.89	0.25%	0.01	0.01%	-	-	0.01	0.01%
Highway & Tandon Tollways	5.46	0.74%	20.87	15.12%	-	-	20.87	15.09%
b) Foreign	-	-	-	-	-	-	-	-
TOTAL	741.23	100.00%	138.00	100.00%	0.28	100.00%	138.28	100.00%

Note - 51 - Events after reporting date

There are no other events occurred after the reporting period which may impact the financial position as on March 31st, 2025.

Note - 52 - Segment information

The Groups operating segments are established on the basis of those components of the Group that are evaluated regularly by the Executive Committee (the Chief Operating Decision Maker as defined in Ind AS 108 - Operating Segments), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

(i) The Group has three principal operating and reporting segments; viz. (i) Toll Division, (ii) Work Contract Division and Machineries & Equipments Hire Division and (iii) Real Estate Division. The accounting policies adopted for segment reporting are in line with the accounting policy of the Group with following additional policies for segment reporting:

(a) Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.

(b) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as Unallocable”.

(ii) Primary Segment Information

[In Millions]

Particulars	Toll Division			Work Contract Division Machineries & Equipments Hire Division			Real Estate Division			Total		
	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23
Segment Revenue	3,824.07	4,783.47	3,564.78	1,054.89	921.94	942.51	78.19	29.13	44.04	4,957.15	5,734.54	4,551.33
(I)	**3,824.07**	**4,783.47**	**3,564.78**	**1,054.89**	**921.94**	**942.51**	**78.19**	**29.13**	**44.04**	**4,957.15**	**5,734.54**	**4,551.33**
Less : Allocated Expense												
Operating Costs												
Material Purchases	-	-	-	304.18	262.91	416.58	-	-	-	304.18	262.91	416.58
Sub-Contract Work Expenses	-	-	-	651.45	553.07	310.86	-	-	-	651.45	553.07	310.86
Site Labour Charges	-	-	-	50.16	32.09	23.87	-	-	-	50.16	32.09	23.87
Toll usage charges	3,572.35	4,373.81	3,252.77	-	-	-	-	- 13.94	-	3,572.35	4,373.81	3,252.77
Other Operating Costs	11.41	4.36	2.51	18.96	23.73	30.01	50.13		61.70	80.50	42.03	94.22
Changes in Inventories of Finished Goods, Work-In-Progress and Stock-in-Trade	-	-	-	(107.36)	(65.27)	53.45	(60.82)	(27.92)	(53.94)	(168.18)	(93.19)	(0.49)
(II)	**3,583.76**	**4,378.17**	**3,255.28**	**917.39**	**806.53**	**834.77**	**(10.69)**	**(13.98)**	**7.76**	**4,490.46**	**5,170.72**	**4,097.81**
Segment Result (I-II)	**240.31**	**405.30**	**309.50**	**137.50**	**115.41**	**107.74**	**88.88**	**43.11**	**36.28**	**466.69**	**563.82**	**453.52**
Unallocated Income	-	-	-	-	-	-	-	-	-	87.64	31.22	17.00
Total (A)										**554.33**	**595.04**	**470.52**

Particulars	Toll Division			Work Contract Division Machineries & Equipments Hire Division			Real Estate Division			Total		
	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23
Less : Unallocated Expense												
Key Managerial Remuneration										18.20	11.70	17.80
Directors' Sitting Fees										0.29	0.17	0.14
Salary, Wages, Gratuity & Other										90.21	120.74	108.79
Benefits Finance Costs										74.34	90.25	73.86
Administrative Expenses										43.18	46.05	43.52
Marketing Expenses										1.60	0.74	6.39
Depreciation and amortization expense										23.96	26.11	25.10
Total (B)										**251.78**	**295.76**	**275.60**
Restated Profit before Taxes **[C = A-B]**										302.55	299.28	194.92
Less :Tax expense												
Current Tax										78.70	86.85	57.91
Adjustments of tax relating to earlier periods										(0.02)	0.24	0.08
Deferred tax charge/ (credit)										(0.11)	(1.95)	(1.07)
Total (D)										78.57	85.14	56.92
Restated Profit after Taxes [C-D]										**223.98**	**214.14**	**138.00**

Particulars	Toll Division			Work Contract Division Machineries & Equipments Hire Division			Real Estate Division			Total		
	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23
Segment Assets	323.73	642.37	265.54	1,071.95	866.30	655.78	467.46	368.34	337.62	1,863.14	1,877.01	1,258.94
Unallocable Assets	-	-	-	-	-	-	-	-	-	452.48	127.71	302.45
Segment Liablity	77.18	374.04	186.77	308.46	180.42	134.22	292.53	74.93	58.15	678.17	629.39	379.14
Unallocable Liablity	-	-	-	-	-	-	-	-	-	460.23	395.13	438.67
Segment Capital Expenditure	0.29	5.08	0.30	-	-	-	-	3.57	1.13	0.29	8.65	1.43
Unallocated Capital Expenditure	-	-	-	-	-	-	-	-	-	16.59	25.31	20.31
Segment Depreciation	0.60	0.52	0.14	-	-	-	1.05	1.28	0.05	1.65	1.80	0.19
Unallocated Depreciation	-	-	-	-	-	-	-	-	-	22.30	23.13	24.42

(iii) The reportable Segments are further described below :

(a) Toll Division : Operation of Tolls
- i. Harshali Toll Plaza
- ii. Dhilwan Toll Plaza
- iii. Delhi Merruth Toll Plaza
- iv. Usaka Toll Plaza
- v. Vishankheda Toll Plaza
- vi. Rolla Toll Plaza
- vii. Sirohi Bahali Toll Plaza
- viii. Taroda Kasaba Toll Plaza
- ix. Kiratpur Toll Plaza
- x. Vataman Toll Plaza

(b) Work Contract & Machineries & Equipments Hire Division: Infrastructural Develpoment by Construction of Roads, Bridges, Develpoment of Properties etc.

(c) Real Estate Division : Development of Properties
- i. Highway Karuna Sagar Project
- ii. New York City Project
- iii. Highway Heights Project
- iv. Beverly Plaza Project

There were no segments which were not reportable segments during the year.

Note - 53 - The restated consolidated financial information are approved for issue by the Audit Committee at its meeting held on June 19, 2025 and the Board of Directors in the meeting held on June 19, 2025.

OTHER FINANCIAL INFORMATION

In accordance with Schedule VI, Part A (11)(I)(A)(ii)(b) of the SEBI ICDR Regulations, the audited financial information of our Company for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 (collectively, the "**Audited Financial Information**") is available on our website at https://www.highwayinfrastructure.in/financial-reports. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Information do not and will not constitute, (i) a part of this this Red Herring Prospectus; or (ii) the Prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

The Audited Financial Information should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which it or its shareholders have significant influence (collectively, the "Group") and should not be relied upon or used as a basis for any investment decision. Due caution is advised when accessing and placing reliance on any historic or other information available in the public domain.

None of our Company or any of its advisors, nor the Promoter Selling Shareholders, nor BRLM nor any of their respective employees, directors, shareholders, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Information, or the opinions expressed therein.

The accounting ratios of our Company as required under Item 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(₹ in millions, unless otherwise mentioned)

Particulars	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**
Revenue from operations(1)	4,957.15	5,734.54	4,551.33
Total Equity (A) (2)	1,177.22	1,001.85	748.11
Restated Profit for the year (B) (3)	223.98	214.14	138.00
Return on Net worth (C) = (B / A) (%)(4)	**19.03**	**21.37**	**18.45**
Restated Profit for the year (D) (3)	223.98	214.14	138.00
Weighted average no. of equity shares for Basic and Diluted EPS (E) (5)	57,789,204	57,789,204	57,789,204
Basic & Diluted Earnings Per Share (EPS) (F)= (D / E) (6)	**3.40**	**3.28**	**2.03**
Total Equity (G) (2)	1,177.22	1,001.85	748.11
Number of equity shares of face value ₹ 5/- each outstanding at the end of the period / year, after adjustment of bonus issue and split (H) (5)	57,789,204	57,789,204	57,789,204
Net Assets Value (NAV) per Share (I)= (G / H) (7)	**20.37**	**17.34**	**12.95**
EBITDA(8)	**313.22**	**384.42**	**276.87**
EBITDA Margin (%)(9)	**6.32**	**6.70**	**6.08**

Note:

(1) Revenue from operation means revenue from operating activities.

(2) Net worth has been defined under Regulation 2(1)(hh)of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

(3) Restated Profit for the year does not include other comprehensive income;

(4) Return on Net Worth (%) = Restated net profit after tax divided by the Net worth as at the end of the year;

(5) Weighted average number of Equity Shares and potential Equity Shares outstanding during the year, as adjusted for sub-division and bonus issue;

(6) Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33

(7) Net Asset Value per Equity Share means Net worth divided by the number of Equity Shares outstanding at the end of the year

(8) EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;

(9) EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations;

For further details see chapter titled Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators" on Page 395.

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INDEPENDENT AUDITORS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED FINANCIAL INFORMATION IN CONNECTION WITH THE PROPOSED INITIAL PUBLIC OFFERRING OF HIGHWAY INFRASTRUCTURE LIMITED

To,
The Board of Directors,
Highway Infrastructure Limited
57-FA, Scheme No. 94,
Pipliyahana Junction,
Ring Road, Indore-452016
Madhya Pradesh, India,

Dear Sirs,

We have completed our assurance engagement to report on the compilation of pro forma consolidated financial information of Highway Infrastructure Limited (hereinafter referred as "the Company"). The pro forma consolidated financial information consists of the pro forma consolidated statement of assets and liabilities as at March 31, 2025, the pro forma consolidated statement of profit and loss for the year ended March 31, 2025 related notes thereon (hereinafter referred as 'pro forma consolidated financial information'). The Pro forma consolidated financial information has been prepared by the management of the company and approved by the board of the Company at their meeting held on June 30th, 2025 in accordance with the requirements of paragraph 11 of item (II)(B)(iii) of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI Regulations") issued by the Securities and Exchange Board of India (the "SEBI").

The pro forma consolidated financial information has been compiled by management of the company to illustrate the impact of the dissolution of M/s Highway & Tandon Tollways (PAN AACAH3381A), on the Group's financial position as at March 31, 2025 and its financial performance for the year ended March 31, 2025.

As a part of this process, information about the Group's financial position and financial performance has been Compiled by the management from the following financial statements and accordingly we have placed reliance on the following.

a) The Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, and Restated Consolidated Statement of Profit and Loss for the year ended March 31, 2025 of Highway Infrastructure Limited as examined by M/s Anil Kamal Garg & Company through their report dated 19th June, 2025

b) The Standalone Ind AS financial statements of M/s Highway & Tandon Tollways (hereinafter referred as "AOP") prepared by its management in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended as at and for the year ended March 31, 2025 on which the auditor, M/s Abhishek K Jain & Associates have expressed an unmodified opinion in their reports dated 12th June, 2025.

Managements' Responsibility for the pro forma consolidated financial information

Management of the company is responsible for compiling the pro forma consolidated financial information according to basis stated in Note No 2 of the pro forma consolidated financial information and the same has been approved by the board of directors of the company. The management's responsibility includes the responsibility for designing, implementing, and maintaining internal control relevant for compiling the pro forma consolidated financial information that is free from material misstatements, whether due to fraud or error. The management is also responsible for identifying and ensuring that the Group complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of pro forma consolidated financial information.

Independent Auditor's Responsibilities

Our responsibility is to express an opinion, as required by SEBI regulation, about whether the pro forma consolidated financial information has been compiled, in all material respects, by the management of the company according to the basis stated in Note No 2 to the pro forma consolidated financial information.

We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagements to Report on the Compilation of pro forma consolidated financial information included in a Prospectus, issued by the Institute of Chartered Accountants of India. This Standard requires that the we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the management of the company has compiled, in all material respects, the pro forma consolidated financial information according to basis stated in Note No 2 to the pro forma consolidated financial information.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial statement used in compiling the pro forma consolidated financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma consolidated financial information.

The purpose of pro forma consolidated financial information included in offer documents is solely to illustrate the impact ofdissolution of M/s Highway & Tandon Tollways by way of dissolution deed, on the financial information of the Group as at March 31, 2025 as if these events had been undertaken at an earlier date. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at March 31, 2025 would have been, as presented.

A reasonable assurance engagement to report on whether the pro forma consolidated financial information has been compiled, in all material respects, on the basis of stated in note 2 to the pro forma consolidated financial information, involves performing procedures to assess whether the applicable criteria used by the Management in the compilation of the pro forma consolidated financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether the related pro forma adjustments give appropriate effect to those applicable criteria

The procedures selected depend on the Auditor's judgment, having regard to the Auditor's understanding of the nature of the group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

Our work consisted primarily of comparing the respective columns in the pro forma consolidated financial information to the underlying restated/audited historic financial information, as the case may be, considering the evidence supporting the adjustments and reclassifications, performing procedure to assess whether the basis of preparation of pro forma consolidated financial information as explained in the notes to the pro forma consolidated financial information provide a reasonable basis for presenting the significant effects directly attributable to the dissolution of the business and discussing pro forma consolidated financial information with the management of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to issue this report. This engagement did not involve independent examination of the underlying financial information. The engagement involves evaluating the overall presentation of pro forma consolidated financial information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our work has not been carried out in accordance with the auditing or other standards and practices generally accepted in jurisdictions other than India and accordingly should not be relied upon as it had been carried out in accordance with those standards and practices.

Opinion

In our opinion, the pro forma consolidated financial information has been compiled, in all material respects, on the basis stated in Note 2 to the pro forma consolidated financial information and in accordance with the Standards on Assurance Engagement (SAE) 3420 Assurance Engagement to Report on the Compilation of pro forma consolidated financial information included in a Prospectus issued by the ICAI and SEBI Regulations.

Restrictions on Use

This report should not in any way be construed as a reissuance or re-dating of any of the previous Audit report issued by other Chartered Accountants. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Offer Documents prepared in connection with the proposed initial public offer of the Company, to be filed by the Company with the SEBI, stock exchanges and the concerned Registrar of Companies. Our report should not be used, referred to, or distributed for any other purposes except with our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purposes or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For R K Jagetiya & Co.
Chartered Accountants
FRN:- 146264W

(Ravi K Jagetiya)
Proprietor
M. No. 134691
Place: Mumbai
Date: June 30, 2025
UDIN – **25134691BMGTEM8920**

HIGHWAY INFRASTRUCTURE LIMITED
[CIN -U45203MP2006PLC018398]

Pro Forma Consolidated Statement of Assets and Liabilities

All amounts are in INR Millions unless otherwise stated)

Particulars		As at 31st March, 2025			
		Highway (Restated Consolidated)	Dissolution- Highway & Tandon Tollways	Pro forma Adjustments	Highway (Pro forma Consolidated)
A.	**ASSETS**				
(1)	**Non-current assets**				
	(a) Property, Plant and Equipment	111.72	(0.26)	-	111.46
	(b) Capital work-in-progress	-	-	-	-
	(c) Right-of-Use Assets	3.03	-	-	3.03
	(d) Investment Property	131.94	-	-	131.94
	(e) Goodwill	-	-	-	-
	(f) Other Intangible assets	0.03	-	-	0.03
	(g) Financial Assets				
	i) Loans	112.50	(97.50)	-	15.00
	ii) Other financial assets	44.42	-	-	44.42
	(h) Deferred tax assets (net)	1.47	-	-	1.47
	Total Non-current assets	**405.11**	**(97.76)**	**-**	**307.35**
(2)	**Current assets**				
	(a) Inventories	866.02	-	-	866.02
	(b) Financial Assets			-	
	i) Trade receivables	398.29	-	-	398.29
	ii) Cash and cash equivalents	92.55	(0.85)	-	91.70
	iii) Bank balances other than cash and cash equivalents	56.15	-	-	56.15
	iv) Other financial assets	316.11	(0.02)	-	316.09
	(c) Current Tax Assets (net)	24.71	4.89	-	29.60
	(d) Other current assets	156.68	-	-	156.68
	Total Current assets	**1,910.51**	**4.02**	**-**	**1,914.53**
	TOTAL ASSETS (1+2)	**2,315.62**	**(93.74)**	**-**	**2,221.88**
B.	**EQUITY AND LIABILITIES**				

(1)	**Equity**				
	(a) Equity Share capital	288.95	(1.00)	1.00	288.95
	(b) Other Equity	839.41	(92.34)	42.52	789.59
	Total Equity attributable to equity holders of the parent	**1,128.36**	**(93.34)**	**43.52**	**1,078.54**
	Non-controlling Interests	48.86	-	(43.52)	5.34
		48.86	**-**	**(43.52)**	**5.34**
	Total Equity	**1,177.22**	**(93.34)**	**0.00**	**1,083.88**
(2)	Non-current liabilities				
	(a) Financial liabilities				
	i) Borrowings	130.67	-	-	130.67
	ii) Lease liabilities	1.35	-	-	1.35
	iii) Other non-current liabilities	-	-	-	-
	(b) Long term provisions	3.71	-	-	3.71
	Total non-current liabilities	**135.73**	**-**	**-**	**135.73**
(3)	**Current liabilities**				
	(a) Financial liabilities				
	i) Borrowings	587.48	-	-	587.48
	ii) Lease liabilities	1.65	-	-	1.65
	iii) Trade payables				
	- total outstanding dues of micro enterprises and small enterprises	64.04	-	-	64.04
	- total outstanding dues of creditors other than micro enterprises and small enterprises	90.22	-	-	90.22
	iv) Other financial liabilities	204.57	-	-	204.57
	(b) Other current liabilities	38.74	-	-	38.74
	(c) Provisions	15.97	(0.40)		15.57
	Total current liabilities	**1,002.67**	**(0.40)**	**-**	**1,002.27**
	Total Liabilities	**1,138.40**	**(0.40)**	**-**	**1,138.00**
	TOTAL EQUITY AND LIABILITIES (1+2+3)	**2,315.62**	**(93.74)**	**0.00**	**2,221.88**

The above statement should be read with the notes (1 and 2) on pro forma consolidated financial information and pro forma adjustment (Note 3) to pro forma Consolidated Financial information. The accompanying notes form an integral part of the Pro forma Consolidated Financial information.

In terms of our report of even date attached

For R K Jagetiya & Co, **Chartered Accountants** **ICAI Firm Registration No. : 146264W**		For and on the behalf of the Board of Directors of **Highway Infrastructure Limited**			
Ravi K Jagetiya **Proprietor** **Membership No.: 134691** **ICAI UDIN: 251346918NGTEM8920**	**Arun Kumar Jain** **Managing Director** **DIN: 00006132**	**Anoop Agrawal** **Whole Time Director &** **Chief Financial Officer** **DIN: 00006120**	**Ankit Tandon** **Chief Executive Officer** **DIN: 03561530**	**Saurabh Mittal** **Joint Chief Financial Officer** **PAN - AIOPM3132D**	**Palak Rathore** **Company Secretary** **Membership No.:73755**
Place Mumbai **Date 30, June, 2025**		**Indore** **30, June, 2025**			

Pro Froma Consolidated Statement of Profit and Loss (All amounts are in INR Milions unless otherwise stated)

	Particulars	Year ended 31st March, 2025			
		Highway (Restated Consolidated)	**Dissolution - Highway & Tandon Tollways**	**Pro forma Adjustments**	**Highway (Pro forma Consolidated)**
	INCOME				
I	Revenue from operations	4,957.15	(753.88)	-	4,203.27
II	Other income	87.63	(1.70)	-	85.93
III	**TOTAL INCOME**	**5,044.78**	**(755.58)**	**-**	**4,289.20**
IV	**EXPENSES**				
	Operating costs	4,658.63	(648.19)	-	4,010.44
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	(168.18)	-	-	(168.18)
	Employee benefits expense	108.70	(16.88)	-	91.82
	Finance costs	74.35	(6.75)	-	67.60
	Depreciation and amortization expense	23.95	(0.05)	-	23.90
	Other expenses	44.78	(11.71)	-	33.07
	TOTAL EXPENSES	**4,742.23**	**(683.59)**	**-**	**4,058.64**
V	**Restated profit before tax (III-IV)**	**302.55**	**(71.99)**	**-**	**230.56**
VI	Tax expense:				
	Current tax	78.70	(25.83)	-	52.87
	Adjustments of tax relating to earlier periods	(0.02)	-	-	(0.02)
	Deferred tax charge/ (credit)	(0.11)	-	-	(0.11)
	Total tax expense (VI)	78.57	(25.83)	-	52.74
VII	**Restated profit for the year (V-VI)**	**223.98**	**(46.16)**	**-**	**177.82**
VIII	**Other comprehensive income**				
	A. (i) Items that will not be reclassified subsequently to profit or loss	(0.06)	-	-	(0.06)
	(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss	0.02	-	-	0.02
	B. (i) Items that will be reclassified subsequently to profit or loss	-	-	-	-
	(ii) Income tax relating to items that will be reclassified subsequently to profit or loss	-	-	-	-
	Restated total other comprehensive income/(expense) for the year (net of tax) (VIII)	(0.04)	-	-	(0.04)

IX	**TOTAL COMPREHENSIVE INCOME FOR THE YEAR (NET OF TAX) (VII+ VIII)**	**223.94**	**(46.16)**	**-**	**177.77**
X	Restated Profit for the year attributable to :				
	- Owners of the company	196.70	(46.16)	-	150.54
	- Non-controlling interest	27.28	-	(22.62)	4.66
XI	Restated other comprehensive income attributable to :				
	- Owners of the company	(0.04)	-	-	(0.04)
	- Non-controlling interest	-	-	-	-
XII	Restated total comprehensive income attributable to :				
	- Owners of the company	196.66	(46.16)	-	150.49
	- Non-controlling interest	27.28	-	(22.62)	4.66
XIII	Earnings per equity share*				
	Basic (in Rs.)	3.40	NA	NA	2.60
	Diluted in (Rs.)	3.40	NA	NA	2.60

The above statement should be read with the notes (1 and 2) on pro forma consolidated financial information and pro forma adjustment (Note 3) to pro forma Consolidated Financial information. The accompanying notes form an integral part of the Pro forma Consolidated Financial information.

In terms of our report of even date attached

For R K Jagetiya & Co,
Chartered Accountants
ICAI Firm Registration No.: 146264W

For and on the behalf of the Board of Directors of
Highway Infrastructure Limited

Ravi K Jagetiya	**Arun Kumar Jain**	**Anoop Agrawal**	**Ankit Tandon**	**Saurabh Mittal**	**Palak Rathore**
Proprietor	**Managing Director**	**Whole Time Director & Chief Financial Officer**	**Chief Executive Officer**	**Joint Chief Financial Officer**	**Company Secretary**
Membership No.: 134691					
ICAI UDIN: 251346918NGTEM8920	**DIN: 00006132**	**DIN: 00006120**	**DIN: 03561530**	**PAN - AIOPM3132D**	**Membership No.:73755**

Place Mumbai **Indore**
Date 30, June, 2025 **30, June, 2025**

NOTES TO THE CONSOLIDATED PRO FORMA FINANCIAL INFORMATION FOR THE YEAR ENDED ON MARCH 31, 2025

Note -1

Background

The members of the M/s Highway & Tandon Tollways (AOP) i.e. the Company and Ankit Tandon Enterprises & Tollways Private Limited have entered into a deed of dissolution dated 23rd June, 2025 ("**Deed of Dissolution**"). Distribution of all the assets, liabilities and necessary actions to be undertaken for winding up the AOP shall be in the manner prescribed in the Deed of Dissolution. The pro forma consolidated financial information of the company gives the effect to dissolution of above AOP.

Note -2

a) Basis of Preparation

The pro forma consolidated financial information of the Group comprising the pro forma consolidated statement of assets and liabilities as at March 31, 2025, the pro forma consolidated statement of profit and loss for the year ended March 31, 2025, read with the notes to the pro forma consolidated financial information, which has been prepared by the management of the company pursuant to requirements of SEBI ICDR Regulations to reflect the dissolution of M/s Highway & Tandon Tollways in the Offer Documents. Because of their nature, the pro forma consolidated financial information addresses a hypothetical situation and, therefore, do not represent company's actual consolidated financial position or results. They purport to indicate the results of operations that would have resulted had the dissolution been completed at the beginning of the period presented and the consolidated financial position, but are not intended to be indicative of expected results or operations in the future periods or the future financial position of the group. The pro forma adjustments are based upon available information and assumptions that the management of the company believes to be reasonable. In addition, the rules and regulations related to the preparation of pro forma consolidated financial information in other jurisdictions may also vary significantly from the basis of preparation as set out in paragraphs below to prepare the pro forma consolidated financial information.

b) Significant Accounting policies

Further pro forma consolidated financial information of the group prepared using accounting policies as adopted by the Company for the preparation of restated consolidated Financial Information for like transactions and other events in similar circumstances. If a member of the group used accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments have been made to that group member's financial statements in preparing the pro forma consolidated financial information to ensure conformity with the Group's accounting policies.

The pro forma consolidated financial information is based on:

a) The Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, and Restated Consolidated Statement of Profit and Loss for the year ended March 31, 2025 of Highway Infrastructure Limited as examined by M/s Anil Kamal Garg & Company through their report dated 19th June, 2025

b) The Standalone Ind AS financial statements of M/s Highway & Tandon Tollways (hereinafter referred as "AOP") prepared by the management in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended as at and for the year ended March 31, 2025 on which the auditor, M/s Abhishek K Jain & Associates have expressed an unmodified opinion in their reports dated 12th June, 2025.

c) Deed of Dissolution dated 23rd June 2025 entered between the members of the M/s Highway & Tandon Tollways (AOP) i.e. the Company and Ankit Tandon Enterprises & Tollways Private Limited

Pro forma consolidated financial information has been prepared as below -:

Adjustments to historical Restated Consolidated financial information to reflect the post- dissolution structure of the group:

The pro forma consolidated financial information of the company has been presented as per IND- AS. The following adjustments have been made to the historical Restated consolidated financial information (as mentioned above) to present the impact of the dissolution of M/s Highway & Tandon Tollways effective April 01, 2024; on consolidated financial information of the company.

A. Due to dissolution as explained in Note -1, the items of assets, equity, liabilities, income and expenses belonging to AOP presented in dissolution column has been subtracted as if AOP is not part of the group since 01-04-2024.
B. During the fiscal 2025, there was no inter group transaction between Company and AOP, therefore adjustment to

neutralise the elimination of inter group transaction is not required.

C. Other necessary adjustment has been explained in Pro forma adjustment.

The pro forma consolidated financial information illustrates the results of operations that would have resulted in the financial statements of the group pursuant to dissolution of AOP. The pro forma adjustments are based upon available information and assumptions that the management of the group believes to be reasonable.

Note – 3

Pro forma Adjustments

The following adjustments have been made to present the pro forma consolidated financial information:

1. Dissolution related adjustments:

a) For the purpose of presenting pro forma consolidated financial information as explained above we have assumed that the dissolution has been taken place as at April 01, 2024. The restated consolidated financial statement for the year ended March 31, 2025 have been considered as base financial statement. The members of the M/s Highway & Tandon Tollways (AOP) i.e. the Company and Ankit Tandon Enterprises & Tollways Private Limited have entered into a deed of dissolution dated 23rd June, 2025 ("**Deed of Dissolution**").

b) Earnings per Share (EPS)
The pro forma EPS Calculation for the year ended March 31,2025 has been made based on Pro forma Statements of Profit and Loss for the year ended March 31, 2025. The Weighted average number of equity shares used as denominator is similar to the restated Consolidated financial information.

c) Non-controlling Interest belonging to the AOP of Rs 43.52 million has been removed while preparing the pro forma consolidated financial information and disclosed in pro forma adjustment column. The above non-controlling interest details has been extracted from the Restated Consolidated financial information.

d) Other equity adjustment
Reduction of non-controlling interest except share capital has been adjusted from the other equity.

e) Other than as mentioned above, no additional adjustments have been made to the pro forma consolidated statement of assets and liabilities or statement of profit and loss to reflect any other transactions of the group entered into subsequent to signing date of pro forma consolidated financial information.

RELATED PARTY TRANSACTIONS

Details of the related party transactions, as per the requirements under applicable Indian Accounting Standards i.e. Ind AS24 'Related Party Disclosures' for Fiscal 2025, Fiscal 2024 and Fiscal 2023 and the as reported in the Restated Consolidated Financial Information are given below:

(Amount in ₹ million)

Sr No.	Related Party Transaction Summary	Year ended 31st March, 2025	% of revenue from operations	Year ended 31st March, 2024	% of revenue from operations	Year ended 31st March, 2023	% of revenue from operations
1.	**Sales services and other income**						
	M/s. Vinod Kumar Jain	0.63	0.01	10.90	0.19	11.76	0.26
	Sacham Highway Real Estates Pvt. Ltd.	93.64	1.89	30.13	0.53	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	0.18	Negligible	0.37	0.01	-	-
	Total	**94.45**	**1.90**	**41.40**	**0.73**	**11.76**	**0.26**
2.	**Interest Income**						
	Sacham Highway Real Estates Pvt. Ltd.	11.21	0.23	4.94	0.09	-	-
	Indore Highway Real Estates Pvt. Ltd.	-	-	-	-	Negligible	Negligible
	Total	**11.21**	**0.23**	**4.94**	**0.09**	**Negligible**	**Negligible**
3.	**Purchases of materials and components**						
	Gangotri Developers Pvt. Ltd.	1.41	0.03	-	-	5.24	0.12
	M/s. International Service Centre	15.27	0.31	9.81	0.17	27.73	0.61
	M/s. Dharti Highway LLP	0.44	0.01	20.97	0.37	48.28	1.06
	Alok Bulk Carrier	0.01	Negligible	-	-	-	-
	Total	**17.13**	**0.35**	**30.78**	**0.54**	**81.25**	**1.79**
4.	**Key Managerial Remuneration**						
	Shri Anoop Agrawal [Director]	6.00	0.12	4.50	0.08	6.50	0.14
	Shri Arun Kumar Jain [Director]	6.00	0.12	4.50	0.08	6.50	0.14
	Shri Ankit Tandon [CEO]	4.80	0.10	2.70	0.05	4.80	0.11
	Shri Saurabh Mittal [Joint CFO]	0.55	0.01	-	-	-	-
	Ms. Palak Rathore	0.54	0.01	-	-	-	-
	Ms Khushboo Palod	0.11	Negligible	-	-	-	-
	Smt. Shriya Kapoor	1.85	0.04	-	-	-	-
	Total	**19.85**	**0.40**	**11.70**	**0.20**	**17.80**	**0.39**
5.	**Directors' Sitting Fees**						
	Smt. Bhavana Pujara	0.02	Negligible	0.06	Negligible	0.05	Negligible

	Shri Omachyutam Singh Chauhan	-	-	0.06	Negligible	0.05	Negligible
	Smt. Daljeet Kharbanda	-	-	0.01	Negligible	0.05	Negligible
	Shri Omprakash Shrivastava	0.11	Negligible	0.05	Negligible	-	-
	Shri Ujjwal Kumar Ghosh	0.07	Negligible	-	-	-	-
	Ms. Ritika Agrawal	0.08	Negligible	-	-	-	-
	Total	**0.28**	**0.01**	**0.18**	**Negligible**	**0.15**	**Negligible**
6.	**Interest paid**						
	Shri Anoop Agrawal	0.35	0.01	-	-	0.11	Negligible
	Shri Arun Kumar Jain	0.28	0.01	-	-	0.13	Negligible
	Shri Ankit Tandon	-	-	0.29	0.01	-	-
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	9.14	0.18	7.90	0.14	2.51	0.06
	Total	**9.77**	**0.20**	**8.19**	**0.14**	**2.75**	**0.06**
7.	**Office Rent and Lease Payments**						
	Shri Anoop Agrawal	0.64	0.01	0.64	0.01	0.64	0.01
	Shri Omprakash Agrawal	1.20	0.02	1.10	0.02	-	-
	Total	**1.84**	**0.04**	**1.74**	**0.03**	**0.64**	**0.01**
8.	**Sub-Contract Expenses**						
	M/s. Vinod Kumar Jain	29.33	0.59	69.80	1.22	54.42	1.20
	Ankit Tandon Enterprises and Tollways Pvt. Ltd.	0.18	Negligible	0.28	Negligible	0.55	0.01
	Total	**29.51**	**0.60**	**70.08**	**1.22**	**54.97**	**1.21**
9.	**Unsecured Loans Taken**						
	Shri Anoop Agrawal						
	Opening Balance	-	-	4.10	0.07	-	-
	Taken during the year	29.42	0.59	-	-	23.81	0.52
	Repaid during the year	(29.42)	(0.59)	(4.10)	(0.07)	(19.71)	(0.43)
	Closing Balance	-	-	-	-	4.10	0.09
	Shri Arun Kumar Jain						
	Opening Balance	-	-	0.22	Negligible	0.01	Negligible
	Taken during the year	18.05	0.36	-	-	11.63	0.26
	Repaid during the year	(18.05)	(0.36)	(0.22)	Negligible	(11.42)	(0.25)
	Closing Balance	-	-	-	-	0.22	Negligible
	Ankit Tandon Enterprise and Tollways Pvt Ltd						
	Opening Balance	63.44	1.28	46.72	0.81	1.79	0.04
	Taken during the year	75.55	1.52	43.39	0.76	72.72	1.60
	Repaid during the year	(31.67)	(0.64)	(26.67)	(0.47)	(27.79)	(0.61)

	Closing Balance	107.32	2.16	63.44	1.11	46.72	1.03
	Smt. Shriya Kapoor						
	Opening balance	0.15	Negligible	-	-	-	-
	Taken during the period/year	-	-	0.15	Negligible	-	-
	Repaid during the period/year	(0.15)	Negligible	-	-	-	-
	Closing balance	-	-	0.15	Negligible	-	-
	Shri Ankit Tandon						
	Opening balance	-	-	0.01	Negligible	0.01	Negligible
	Taken during the period/year	-	-	105.24	1.84	1.50	0.03
	Repaid during the period/year	-	-	(105.25)	(1.84)	(1.50)	(0.03)
	Closing balance	-	-	-	-	0.01	Negligible
10	**Loans and Advances given**						
	Shri Anoop Agrawal						
	Opening balance	13.00	0.26	14.51	0.25	-	-
	Given during the year	40.00	0.81	35.00	0.61	15.81	0.35
	Received during the year	(10.00)	(0.20)	(36.51)	(0.64)	(1.30)	(0.03)
	Closing balance	43.00	0.87	13.00	0.23	14.51	0.32
	Shri Arun Kumar Jain						
	Opening balance	4.50	0.09	-	-	-	-
	Given during the year	50.00	1.01	15.00	0.26	-	-
	Received during the year	-	-	(10.50)	(0.18)	-	-
	Closing balance	54.50	1.10	4.50	0.08	-	-
	Shri Ankit Tandon						
	Opening balance	41.82	0.84	-	-	-	-
	Given during the year	20.40	0.41	45.32	0.79	1.50	0.03
	Received during the year	(62.22)	(1.26)	(3.50)	(0.06)	(1.50)	(0.03)
	Closing balance	-	-	41.82	0.73	-	-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Information, which are included in this Red Herring Prospectus

Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors including the considerations described under "*Forward Looking Statements*", "*Risk Factors*", "Industry Overview" and "*Our Business*" beginning on pages 29, 31,133 and 180, respectively, and elsewhere in this Red Herring Prospectus. The manner of calculation and/or presentation of some of the financial and other performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.

Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2025, Fiscal 2024 and Fiscal 2023, included herein is based on or derived from our Restated Consolidated Financial Information included in this Red Herring Prospectus. For further information, see "*Restated Consolidated Summary Statements*" beginning on page 253. Additionally, please refer to "*Definitions and Abbreviations*" on page 1 for certain terms used in this section. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations. For details, see "*Risk Factors –Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition*" on page 70.

Unless the context otherwise requires, in this section, references to "we", "us", "our" "our Company" or "the Company" refers to Highway Infrastructure Limited and its Subsidiary and the AOP on a consolidated basis as derived from Restated Consolidated Financial Information.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "*Research Report on Road Toll, Infrastructure EPC & Real Estate Industry in India*" dated July 07, 2025 by CARE Advisory Research & Training Limited **("CareEdge Report")** commissioned and paid for by our Company. A copy of the CareEdge Report is available on the website of our Company at *www.highwayinfrastructure.in/investor-information*. Unless otherwise indicated, financial, operational, industry and other related information derived from the CareEdge Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "*Risk Factors – Certain sections of this Red Herring Prospectus disclose information from an industry report commissioned by us from CareEdge Research, which is an independent third-party entity and is not related to the Company, its Promoters or Directors, in any manner whatsoever. Any reliance on such information for making an investment decision in the Offer is subject to inherent risks*" on page 65. Also see, "*Certain Conventions, Currency of Presentation, Use of Financial Information* and *Market Data*" on page 26.

OVERVIEW

We are an infrastructure development and management Company. Our Company is engaged in the business of tollway collection, EPC Infra, and real estate business. While the Company's business spans facets of infrastructure development and management, tollway collection stands out as a significant mix of its business, driving our revenues and financial performance. As on May 31, 2025 our consolidated Order Book is ₹ 6,663.07 million, comprising of ₹595.30 million in tollway collection business and ₹6,067.77 million in EPC Infra business.

HIL is one of the few toll operators who have managed tollway collection based on ANPR technology on Delhi-Meerut Expressway. The Company has operated tolls on some of the known inter-state and intra-state expressways across 11 states and one Union Territory. The Company employs updated Electronic Tollway Collection (ETC) systems, which leverage Radio Frequency Identification (RFID) tags and digital payment platforms to facilitate seamless and contactless toll payments. This model not only reduces congestion at toll plazas but also enhances operational efficiency by reducing transaction times and errors, thereby resulting in overall better management. *(Source: CareEdge Report)*.

Our projects usually use both fund-based and non-fund-based banking facilities to meet the working capital requirements. Fund-based facilities provide the cash flow to cover our operating expenses, while non-fund-based facilities such as bank guarantees, etc. are used by us to offer as a security under bid terms and are crucial for securing contracts in our EPC Infra and tollway collection projects. For securing bank guarantees, we need to provide cash margin in the form of fixed deposits. The requirement to set aside incremental cash margins for additional contracts contributes to the overall need for higher working capital.

Tollway collection business:

One of the primary revenue streams for our Company is the operation and management of tollway collection systems on highway projects. Such projects are procured by way of a competitive bidding process. As on, May 31, 2025 we have completed 27 tollway collection projects and are currently operating 04 tollway collection projects.

EPC Infra projects:

Over the years, the Company has developed its EPC Infra business and has gradually added facilities to support and supplement its EPC Infra business through auxiliary services. It has developed in-house resources to deliver a project from conceptualization to completion. As on May 31, 2025, we have completed 66 projects in EPC Infra and 24 projects are under execution.

Real Estate:

Real Estate is our smallest business segment. Under this segment, we own, develop, construct and sell commercial and residential properties. Over time, it we have developed gated communities and housing projects.

Key Performance Indicators of our Company

Key Financial Performance	Metric	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations(1)	₹ in millions	4,957.15	5,734.54	4,551.33
EBITDA(2)	₹ in millions	313.22	384.42	276.87
EBITDA Margin (3)	%	6.32	s6.70	6.08
PAT(4)	₹ in millions	223.98	214.14	138.00
PAT Margin (5)	%	4.44	3.71	3.02
Debt-Equity Ratio(6)	times	0.61	0.69	0.85
ROCE (7)*	%	16.56	24.45	19.47
ROE (8) *	%	19.03	21.37	18.45
Revenue CAGR (Fiscal 2023 to Fiscal 2025)(9)	%			4.36
EBITDA CAGR (Fiscal 2023 to Fiscal 2025) (9)	%			6.36
Tolls Operated(10)	Number	15	7	12
Operation in states(11)	Number	7	5	8

(1) *Revenue from operation means revenue from operating activities*

(2) *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income.*

(3) *'EBITDA Margin' is calculated as EBITDA as a percentage of revenue from operations.*

(4) *PAT represents total net profit after tax for the year.*

(5) *'PAT Margin' is calculated as PAT divided by total income.*

(6) *Debt Equity Ratio: is calculated as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means Net worth*

(7) *ROCE is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth + total current & non-current borrowings– cash and cash equivalents and bank balance appearing under current assets.*

(8) *ROE is calculated as PAT divided by Net worth.*

(9) *CAGR = Compounded Annual Growth Rate*

(10) *Tolls Operated is number of tolls operated during the fiscal.*

(11)*Operation in states means the number of states in which the company operated /did business, in a particular year.*

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Some of the key factors affecting our operations are as under:

Seasonal and other fluctuations

Our business and operations may be affected by seasonal factors which may restrict our ability to carry on activities related to our projects and fully utilize our resources. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. Due to these seasonal changes, our revenue trend during the fiscal year may not be consistent. In our EPC Infra segment, rainfall and other seasonal occurrences may necessitate a stoppage of work or an unavailability of site, resulting in delays in execution and completion of projects in a timely manner. The toll collection industry in India often faces a decline during the second quarter of the fiscal, largely attributed to the monsoon season. This seasonal fluctuation is closely tied to India's varied geographical landscapes, where heavy rainfall and adverse weather conditions disrupt traffic flow, particularly in regions prone to flooding and poor road conditions. As a result, the monsoon's intensity and duration directly influence toll revenues, with certain regions experiencing sharper drops in collections compared to others, reflecting the diverse climatic patterns across the country (Source: *CareEdge Report*). Any such fluctuations may adversely affect our total income, cash flows, results of operations and financial conditions.

Increase in the prices of raw materials and labour

The cost of construction materials, fuel, labour and equipment maintenance constitutes a significant part of our operating expenses of EPC Infra business. We are vulnerable to the risk of rising and fluctuating prices, which are determined by demand and supply conditions in the global and Indian markets as well as government policies. Any unexpected price fluctuations after placement of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials and adversely affect our business, financial performance and cash flows.

Revenue concentration from our key customers

We currently derive majority of our revenues from tollway collection business which are primarily from NHAI. Our EPC business is substantially of projects which are awarded or funded by the Central or State Governments or local authorities. Our business is thus subject to risks relating to or arising from the Government or State Governments, including but not limited to:

a. Delay in payment and/or non- payment by Government or State Governments.
b. Change of priority, policies, focus area and initiatives at Central Government, State Government and other Local Authority, corporations.
c. Any downward changes in budgetary allocations in the infrastructure sector.
d. Termination of a contract by a government client; pursuant to the terms of some of our contracts.

In the event any one or more customers cease to continue doing business with us, our results of operations and financial performance may be adversely affected.

Regional concentration of our business

As on May 31, 2025, our ongoing projects are spread across the states of Madhya Pradesh, Maharashtra, Haryana and Uttar Pradesh.

This concentration of current business subjects us to various risks in these states, including but not limited to:

a. regional slowdown in construction activities or reduction in infrastructure projects;
b. vulnerability to change in laws, policies and regulations of the political and economic environment;
c. perception by our potential customers that we are a regional construction company which hampers us
d. from competing for large and complex projects at the national level; and
e. limitation on our ability to implement the strategy to cluster projects in the states where we intend to conduct business.

While as a part of our overall growth strategy, we do intend to reach out to newer geographies, however, we cannot assure that our decision to expand our presence to newer geographies will be met with the same response and we cannot assure that we will be able to replicate a business plan for the same.

Competitive tender bidding process

Our projects are typically awarded to us following a competitive bidding process and satisfaction of prescribed technical and financial pre-qualification criteria. For example. there are 134 pre-qualified entities which are eligible to bid for NHAI tollway collection projects. While the track record, experience of project execution, service quality, delivery schedule, pricing, technical expertise, reputation and sufficiency of financial resources are important considerations in awarding contracts, there can be no assurance that we would be able to meet such technical and financial qualification criteria always and accordingly be awarded with a project contract. We cannot assure you that we would bid where we have been pre-qualified to submit a bid, or that our bids, when submitted or if already submitted, would result in projects being awarded to us.

Regulated industry

We operate in a regulated industry and are required to obtain a number of approvals and licenses from governmental and regulatory authorities, for example in relation to the operation of our EPC Infra business and real estate business. Certain of our services, are operated through third parties, and such parties are responsible for obtaining the requisite licenses and approvals.

In most of our contracts/tenders the requirement to obtain the specific licenses and approvals on a project specific wise may either be on us or on the other party and failure to obtain the same and any violations of existing regulations may adversely affect our business, financial condition, results of operations and cash flows.

Our licenses, approvals and accreditations are subject to periodic renewals, various maintenance and compliance requirements and governmental investigations and reviews, which could be time-consuming and may incur substantial expenditure. If our compliance systems and process are deemed inadequate or fail and such investigations or reviews find any non-compliance or violations, we may suffer brand and reputational harm and become subject to regulatory actions or litigation, which could adversely affect our business, cash flows, operating results or financial position. and cash flows.

BASIS OF PREPARATION OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

1B.1
The Restated Consolidated Financial Information of the Group comprise of the Restated Consolidated Statement of Assets and Liabilities of the Company and its subsidiaries, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows and the Summary Statement of Significant Accounting Policies and Other Explanatory Information for the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023 (collectively, the Restated Consolidated Financial Information").

These Restated Consolidated Financial Information have been prepared by the Management of the Company for the purpose of inclusion in the Red Herring Prospectus/ Prospectus ["RHP"/"Prospectus"] to be filed by the Company with Securities and Exchange Board of India [the SEBI"], BSE Limited and National Stock Exchange of India Limited (collectively, the Stock Exchanges") and the Registrar of Companies, Madhya Pradesh, in connection with the proposed Initial Public Offering (IPO") of its equity shares of the Company (the Offer").

The Restated Consolidated Financial Information, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

(d) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
(e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
(f) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

These Restated Consolidated Financial Information have been compiled by the management from

(a) the Audited Consolidated Financial Statements of the Group as at and for the year ended March 31st, 2025, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section

133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors of the company at their meeting held on June 17th, 2025, by consolidating :

(i) the Audited Standalone Financial Statements of the Company as at and for the year ended March 31st, 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors at their meeting held on June 17th, 2025.

(ii) the Audited Financial Statements of the subsidiary Company as at and for the year ended March 31st, 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors at their meeting held on June 12th, 2025.

(iii) the Audited Financial Statements of the unincorporated subsidiary as at and for the year ended March 31st, 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the members of such subsidiary at their meeting held on June 12th, 2025.

(b) the Audited Special Purpose Consolidated Financial Statements of the Group as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors of the company at their meeting held on June 17th, 2025, by consolidating financial statements referred in paras (c), (d) & (e) below.

(c) the Audited Special Purpose Standalone Financial Statements of the Company as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors at their meeting held on June 17th, 2025. The same has been compiled by the Management from the Audited Standalone Financial Statements of the Company as at and for the years ended 31st March, 2024 and 31st March, 2023 prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") which have been approved by the Board of Directors at their meetings held on May 28th, 2024 and September 5th, 2023 respectively, by making Ind AS adjustments to such financial statements.

(d) the Audited Special Purpose Financial Statements of its subsidiary Company as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the Board of Directors of such Company at their meeting held on June 12th, 2025. The same has been compiled by the Management from the Audited Financial Statements of the subsidiary Company as at and for the years ended 31st March, 2024 and 31st March, 2023, prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") which have been approved by the Board of Directors of such Company at their meetings held on April 30th, 2024 and September 10th, 2023 respectively, by making Ind AS adjustments to such financial statements.

(e) the Audited Special Purpose Financial Statements of its unincorporated subsidiary as at and for the years ended March 31st, 2024 and March 31st, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extent applicable, which have been approved by the members of such subsidiary at their meeting held on June 12th, 2025. The same has been compiled by the Management from the Audited Financial Statements of the unincorporated subsidiary as at and for the years ended 31st March, 2024 and 31st March, 2023, prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") which have been approved by the members of such subsidiary at their meetings held on April 30th, 2024 and September 2nd, 2023 respectively, by making Ind AS adjustments to such financial statements.

These Restated Consolidated Financial Information have been prepared by the Group on the basis that it will continue to operate as a going concern.

The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of reports.

Unless otherwise stated, the Restated Consolidated Financial Information are presented in Indian Rupee (Rs.) and all values are rounded to the nearest millions.

1B.2 **Principles of Consolidation**

The Restated Consolidated Financial Information comprise the Financial Statements of the Parent company and its subsidiaries (which includes one unincorporated entity being an Association of Persons over which the Company is having control) for the years ended March 31st, 2025, March 31st, 2024 and March 31st, 2023.

The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is demonstrated through existing rights that give the current ability to direct the relevant activities of the entity that significantly affect the entity's returns.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),

(b) Exposure, or rights, to variable returns from its involvement with the investee, and

(c) The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) The contractual arrangement with the other vote holders of the investee

(b) Rights arising from other contractual arrangements

(c) The Groups voting rights and potential voting rights

(d) The size of the Groups holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that group members financial information in preparing the consolidated financial information to ensure conformity with the groups accounting policies.

Consolidation Procedure

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

(b) Offset (eliminate) the carrying amount of the parents investment in each subsidiary and the parents portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Restated Consolidated Statement of Profit and Loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the statements of subsidiaries to bring their accounting policies into line with the Groups accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Groups equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests proportionate share of the fair value of the acquirees identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Groups interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Groups interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind AS's). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

Following subsidiaries, which are incorporated in India, have been considered in the preparation of Restated Consolidated Financial Information:

Name of the Subsidiary	Percentage of Holding		
	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Highway and Tandon Tollways Private Limited	51	51	51
Highway and Tandon Tollways (Association of persons)	51	51	51

1B.3 **Basis of Measurement**

The Restated Consolidated Financial Information have been prepared on a going concern basis using historical cost convention and on accrual method of accounting, except for the Plan assets under Defined Benefit Plans which have been measured at fair value. The accounting policies have been consistently applied by the Group unless otherwise stated.

1B.4 **Functional and Presentation Currency**

These Restated Consolidated Financial Information have been prepared and presented in Indian Rupees (INR), which is also the Group's functional currency.

1B.5 **Rounding Off**

All amounts disclosed in the Restated Consolidated Financial Information and notes have been rounded off to the nearest Millions, unless otherwise stated.

1B.6 **Summary of Significant Accounting Policies**

1B.6.1 Property, Plant and Equipment (PPE)

(a) Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any other cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. Advances paid for the acquisition/ construction of PPE which are outstanding at the balance sheet date are classified under Capital Advances.

(b) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.

(c) Depreciation on Property, Plant and Equipment is provided by parent company and subsidiary company on the basis of useful life of the assets as prescribed in Schedule II to the Companies Act, 2013, whereas Depreciation on Property, Plant and Equipment by the Unincorporated subsidiary has been provided on the rates prescribed by the Income-Tax Rules, 1962. If, significant parts of an item of Property, Plant and Equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of Property, Plant and Equipment.

(d) 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.

(e) Gains or losses arising from derecognition of a property, plant and equipment 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 derecognised.

(f) Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as “stores & spares” forming part of the inventory.

(g) The Group has adopted the cost model of subsequent recognition to measure the Property, Plant and Equipment. Consequently, all Property, Plant and Equipment are carried at its cost less accumulated depreciation and accumulated impairment losses, if any.

1B.6.2 Intangible Assets

(i) Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

(ii) The useful lives of intangible assets are assessed as either finite or indefinite.

(iii) Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

(iv) An intangible asset is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognized.

1B.6.3 Depreciation and Amortisation

(i) Depreciation on Property, Plant and Equipment is provided by Parent Company on the straight line method and Subsidiary Company by Written down value method in the manner prescribed under Schedule II to the Companies Act, 2013. Further, its unincorporated subsidiary entity has provided depreciation on the written down value method as per depreciation rate prescribed in Schedule VI of the Income Tax Rules,1962.

(ii) Depreciation on addition to Property, Plant and Equipments in case of parent and subsidiary company are provided on pro-rata basis from the date of assets are ready for intended use. Depreciation on sale/discarded from Property, Plant and Equipments are provided for up to the date of sale, deduction or discard of pro-rata as the case may be.

(iii) Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

(iv) The useful live of PPE Assets are estimated as follows:

S.No	Type of Asset	Schedule II Life (years)	Useful Lives
1	Furniture & Fixtures	10	10
2	Plant & Machineries	9-15	9-15
3	Other Machineries	15	15
4	Earth Moving Equipments	9	9
5	Electrical Fittings & Equipments	15	15
6	Office/ Electric Equipments	5	5
7	Vehicles	8	8
8	Computers	3	3

(v) The useful live of intangible assets are estimated as follows:

Type of Asset	Schedule II Life (years)	Useful Lives
Software	5	5

1B.6.4 Capital Work-in-Progress

(a) Expenditure incurred on assets under construction (including a project) is carried at cost under 'Capital Work-in-Progress'. Such costs comprises purchase price of asset including import duties and non-refundable taxes and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and after deducting trade discounts and rebates.

(b) Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under 'Capital Work-in-Progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

(c) Capital Expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under 'Capital Work-in-Progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the “attributability” and the Unit of Measure” concepts in Ind AS 16- “Property, Plant & Equipment”. Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

1B.6.5 Impairment of Non-Financial Assets - Property, Plant and Equipment

(a) The Company and its Subsidiaries assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of Assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

(b) An impairment loss is recognised in the Statement of Profit and Loss to the extent, assets carrying amount exceeds its recoverable amount. The recoverable amount is higher of an assets fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

(c) The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior.

(d) Intangible assets with indefinite useful lives are tested for impairment annually at the end of the financial year at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

1B.6.6 Leases

The Company as a lessee

(a) The Company’s lease asset classes primarily consist of leases for land and building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset
(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease, and
(iii) the Company has the right to direct the use of the asset.

(b) Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

(c) At the date of commencement of the lease, the Company recognizes a Right-of-Use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

(d) The lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

(e) The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

(f) ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

(g) The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

(h) Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

<u>The Company as a lessor</u>

(a) The Company has not entered into any material lease contract in the capacity of "Lessor".

1B.6.7 <u>Investment Property</u>

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including import duties, non-refundable taxes, after deducting trade discounts & rebates, borrowing cost if capitalization criteria are met and any cost directly attributable in bringing the asset to the location and condition necessary for it to be ready for its intended use. After initial recognition, the Company measures investment property by using cost model.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the period in which the property is derecognized.

Although investment property is measured using cost model, the fair value of investment property is disclosed in the Notes in accordance with Ind AS 40-; Investment Property'.

1B.6.8 Assets Held For Sale

The assets are classified as held for sale if their carrying amount is intended to be recovered principally through sale rather than through continuing use. The condition for classification of held for sale is met when the asset is available for immediate sale and the same is highly probable of being completed within one year from the date of classification under the head 'Assets Held for Sale'. The Company, is not holding any asset which is to be classified as 'Assets Held For Sale'.

1B.6.9 Financial Instruments

(a) Financial Assets

(i) Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value, are adjusted to the fair value, through profit and loss, on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

(ii) Subsequent measurement

Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset not classified as either amortised cost or FVTOCI, is classified as FVTPL.

(iii) Reclassification of Financial Assets

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 ñ Financial Instruments.

(iv) Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in Other Comprehensive Income. However, dividend on such equity investments are recognised in Statement of Profit and loss when the companys right to receive payment is established.

(v) Impairment of financial assets

In accordance with Ind AS 109, the Company uses Expected Credit Loss (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(b) Financial Liabilities

(i) Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

(ii) Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(c) Derivative financial instruments and Hedge Accounting

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

(i) Cash flow hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

(ii) Fair Value Hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

(d) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(e) Modification

A modification of a financial asset or liabilities occurs when the contractual terms governing the cash flows of a financial asset or liabilities are renegotiated or otherwise modified between initial recognition and maturity of the financial instruments. Any gain/ loss on modification is charged to restated consolidated statement of profit and loss.

(f) Offsetting

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

1B.6.10 Inventories

(a) Raw materials, components, construction materials, stores, spares are valued at lower of the cost or net realisable value.

(b) Work-in-Progress, Developed properties and Properties under development are valued at lower of specifically identifiable cost or net realisable value.

1B.6.11 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand, cash at banks and short-term deposits with banks with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of change in value.

1B.6.12 Provisions, Contingent Liabilities and Contingent Assets

(a) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, 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. Such provisions are determined based on management's estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

(b) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(c) Contingent liabilities are disclosed on the basis of judgment of the management. These are reviewed at each balance sheet date and are adjusted to reflect the current management's estimate.

(d) Contingent assets are not recognized but are disclosed in the financial statements only when inflow of economic benefits is probable.

1B.6.13 Operating Cycle

(a) The Company presents its assets and liabilities in the balance sheet based on current/non-current classification which is based upon the Company's operating cycle. The Company has identified twelve months as its operating cycle.

(b) An asset is treated as current when it is:

(i) Expected to be realized or intended to be sold or consumed in normal operating cycle;
(ii) Held primarily for the purpose of trading;
(iii) Expected to be realized within twelve months after the reporting period; or
(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

(c) A liability is treated as current when:

(i) It is expected to be settled in normal operating cycle;
(ii) It is held primarily for the purpose of trading;
(iii) It is due to be settled within twelve months after the reporting period; or
(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

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

1B.6.14 Revenue from Operations

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue comprises:

(a) Toll Revenue

Toll Revenue is recognised in respect of toll charges collected at the respective Tolls.

(b) Works Contract Receipts

In respect to Construction activities, the company is following the Percentage of Completion method and accordingly, the revenue is recognized and recovered on bill to bill basis and expenses are booked as incurred thereby giving rise to work in progress. However, it is not practicable to disclose stage of completion of contract. The main activity of the Group, besides operating / maintaining toll plazas, is taking Government & other Contracts, which are fixed in terms of item rate basis or percentage on C.S.R. / S.O.R. basis, and billing is made on running verification by the Contractee.

(c) Real Estate Sales

In respect to Real Estate Business as Land Owner, Builder & Colonizer, the Group is following the method to recognize revenue when the ownership of the property is transferred i.e. on execution of the registered sale deed of the said property in the name of customer.

(d) Machinery & Equipment Hire Charges

Hire Charges from Machinery & equipment is accounted on accrual basis.

1B.6.15 Other Income

(a) Interest Income

For all Debt Instruments measured either at Amortized Cost or at Fair Value through Other Comprehensive Income, interest income is recorded using the Effective Interest Rate [EIR]. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability.

(b) All Other Incomes are recognized and accounted for on accrual basis.

1B.6.16 Government Grants

(i) The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Government grants related to assets are presented by deducting the grant from the carrying amount of the asset. Government grants related to revenue are recognized on a systematic basis in net profit in the Statement of Profit and Loss over the periods necessary to match them with the related costs which they are intended to compensate.

(ii) Government grants are recognized where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

(iii) When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

1B.6.17 Employee Benefits Expense

(a) Short Term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

(b) Post-Employment Benefits - Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund and ESIC Fund. The Group recognises contribution payable to the provident fund scheme and ESIC fund scheme, as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to that extent.

(c) Post-Employment Benefits - Defined Benefits Plans

(i) The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(ii) The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the provisions of the Payment of Gratuity Act, 1972.

(iii) The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by the governing Income-Tax authorities.

(iv) The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method , with Actuarial Valuations and spread over the period during which the benefit is expected to be derived from employees services. The liability recognized in the statement of financial position for defined benefit plans is the present value of the Defined Benefit Obligation (DBO) at the reporting date less the fair value of plan assets.

(v) Re-measurements of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

1B.6.18 Finance Cost

(a) Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

(b) Interest income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

(c) All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

1B.6.19 Income Taxes

(a) Income-Tax expense comprises of current and deferred income tax. Income tax expense is recognised in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income or Equity.

(b) Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

(c) Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

(d) Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

(e) Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

(f) Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised.

1B.6.20 Foreign Currency Transactions and Translations

(a) Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

(b) Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalised as cost of assets.

(c) Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

1B.6.21 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of shares issued during the year including bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

1B.6.22 Dividend Distribution

Dividends paid are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by the shareholders.

1B.6.23 Statement of Cash Flows

(a) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(b) The Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (Ind AS) 7 on 'Statement of Cash Flows'.

1B.6.24 Segment Reporting

An operating segment is component of the Group that engages in the business activity from which the Group earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker (CODM), in deciding about resources to be allocated to the segment and assess its performance. The Groups chief operating decision maker are the Whole-time Director and CEO.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on a reasonable basis have been included under unallocated revenue / expenses / assets / liabilities”.

NOTE - 1C - CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

1C.1 Depreciation / amortisation and useful lives of property plant and equipment / intangible assets

Property, Plant and Equipment / Intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Companys historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

1C.2 Recoverability of Trade Receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

1C.3 Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

1C.4 Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the assets recoverable amount. An assets recoverable amount is the higher of an assets or Cash Generating Units (CGUs) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

1C.5 Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Groups past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOTE - 1D - Changes in Accounting policies and disclosures

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated

March 31, 2023, to amend the following Ind AS which are effective from April 01, 2023.

1D.1 Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after April 01, 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company and its subsidiary's Restated Summary Statements.

1D.2 Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their significant accounting policies with a requirement to disclose their material accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The amendments are not expected to have a material impact on the Group's Restated Consolidated Financial Information.

1D.3 Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The amendments are not expected to have a material impact on the Group's Restated Consolidated Financial Information.

NOTE - 1E - Standards Notified but Not Yet Effective

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During year ended March 31, 2025 MCA has not notified any new standards or amendments to the existing standards that are not yet effective.

CHANGES IN ACCOUNTING POLICIES

There have been no changes in our accounting policies during and for Fiscal 2025, Fiscal 2024 and Fiscal 2023.

NON-GAAP MEASURES

Revenue from Operation, EBITDA, EBITDA Margin, Return on Capital Employed, Return on Equity, PAT, PAT Margin, Debt to Equity ratio, Revenue CAGR and EBITDA CAGR (together, “Non-GAAP Measures”), presented in this Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP. In addition, these Non-GAAP Measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management is of the view that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Principal Components of Revenue and Expenses

Our revenue and expenses are reported in the following manner:

Total Income

Our total income comprises of revenue from operations and other income.

Revenue from operations*:* Our revenue from operations comprises of revenue from Tollway collection receipts, Manpower supply services, Works contract receipts, Real estate sales, Material sales, Machineries & equipments hire charges, Maintenance charges receipts and sale of services. Our revenue from operations for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 comprised 98.26%, 99.46% and 99.63% of our total income respectively.

Below is the breakdown of our revenue from operations for the periods reported:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Tollway collection receipts	3,824.07	4,783.47	3,556.12
Manpower supply services	-	-	8.66
Works contract receipts	901.92	750.86	806.34
Real estate sales	78.04	28.26	38.96
Material sales	120.05	137.95	117.09
Machineries & equipments hire charges	32.92	33.13	18.73
Maintenance charges receipts	0.15	0.87	5.08
Sale of services	-	-	0.35
Total	**4,957.15**	**5,734.54**	**4,551.33**

Other Income: Our other income comprises of Interest income, Land lease income, Business auxiliary services, Profit on sale of investment properties, Profit on sale of land converted into stock-in-trade, Forfeiture of advance received against plots booking, forfeiture of performance security deposit of sub-contractors, and rebate, reward, discount & miscellaneous income. Our other income for Fiscal 2025, Fiscal 2024, and Fiscal 2023 comprised 1.74%, 0.54% and 0.37% of our total income respectively

Below is the breakdown of our other income for the periods reported:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Interest income	21.24	16.34	6.77
Land lease income	0.39	0.37	0.36
Business auxiliary services	11.44	12.17	7.54
Profit on sale of assets	3.38	-	-
Reversal of Bank guarantee	0.97	-	-
Profit on sale of investment properties	28.42	0.57	0.65
Profit on sale of land converted into stock-in-trade	0.81	1.64	1.84
Forfeiture of advance received against plots booking	-	-	(0.17)
Rebate, reward, discount & miscellaneous income	3.14	0.13	0.01
Forfeiture of performance security deposit of sub-contractors	17.84	-	-
Total	**87.63**	**31.22**	**17.00**

Total Expenses

Our total expenses comprises of operating costs, changes in inventories of finished goods, stock-in-trade and work-in-progress, Employee benefits expense, Finance costs, Depreciation and amortization expense and Other expenses. Our total expenses for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 comprised 94.00%, 94.81% and 95.73% of our total income respectively.

Operating Costs: Our Operating Costs for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 comprised 98.24%, 96.29% and 93.71% of our total expenses for the respective periods. Below is the breakdown of our Operating Costs for the periods reported:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Toll usage charges	3,572.35	4,373.82	3,244.29
Manpower supply expenses	-	-	8.48
Material purchases	304.18	262.92	416.58
Sub contract work expenses	651.45	553.08	310.86
Site labour charges	50.16	32.09	23.87
Purchase of land and development expenses	50.13	13.94	61.70
Machineries running and maintenance	11.25	4.45	7.94
Electricity expenses	7.73	7.38	5.86
Toll software charges	0.02	0.02	1.05
Labour welfare cess	6.24	6.27	5.91
Hiring charges	0.68	1.46	7.81
Legal & professional fees	1.15	2.12	0.02
Tender & stamp duty expenses	0.30	1.28	1.55
Freight & transportation expenses	0.58	0.05	0.47
Testing charges	0.17	0.21	0.21
Toll survey expenses	1.45	4.33	1.46
Miscellaneous expenses	0.79	0.50	0.23
Total	**4,658.63**	**5,263.92**	**4,098.29**

Changes in inventories of finished goods, stock-in-trade and work-in-progress: Below is the breakdown of our Changes in inventories of finished goods, stock-in-trade and work-in-progress for the periods reported:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Inventories at the beginning of the year			
Works contract division			
- Work-in-progress	356.81	291.54	344.99
Real estate projects			
- Developed properties	26.24	33.14	46.19
- Properties under development	314.79	279.96	212.98
Total	**697.84**	**604.64**	**604.16**
Inventories at the end of the year			
Works contract division			
- Work-in-progress	464.17	356.81	291.54

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
- Real estate projects			
Developed properties	25.26	26.24	33.14
Properties under development	376.59	314.79	279.96
Total	**866.02**	**697.84**	**604.64**
Changes in Inventories	**(168.18)**	**(93.20)**	**(0.48)**

Employee benefits expenses: Our Employee benefits expenses for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 comprised 2.29%, 2.43% and 2.90% of our total expenses for the respective periods. Below is the breakdown of our employee benefits expenses for the periods reported:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Key managerial remuneration	18.20	11.70	17.80
Directors' sitting fees	0.29	0.17	0.14
Salary, wages, gratuity & other benefits	90.21	120.74	108.79
Total	**108.70**	**132.61**	**126.73**

Finance costs: Our Finance Costs for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 comprised 1.57%, 1.65% and 1.69% of our total expenses for the respective periods. Below is the breakdown of our Finance costs for the periods reported:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Interest expense	57.97	72.73	61.02
Bank charges & commission	1.65	1.57	0.11
Interest on lease liabilities	0.38	0.48	0.26
Bank guarantee charges	8.40	8.61	8.49
Bank stamp duty charges	0.10	0.33	0.11
Loan processing charges	5.85	6.53	3.76
Others	-	-	0.11
Total	**74.35**	**90.25**	**73.86**

Depreciation and amortization expenses: Our Depreciation and amortization expenses for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 comprised 0.51%, 0.48% and 0.57% of our total expenses for the respective periods. Below is the breakdown of our Depreciation and amortization expenses for the periods reported:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Depreciation on Property, Plant and Equipment	22.65	24.79	24.47
Depreciation on Right-of-Use Assets	1.24	1.18	0.48
Amortisation of Intangible assets	0.06	0.14	0.14
Total	23.95	**26.11**	**25.09**

Other expenses: Our Other expenses for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 comprised 0.94%, 0.86% and 1.14% of our total expenses for the respective periods. Below is the breakdown of our other expenses for the periods reported:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Administrative Expenses			
Rent	1.53	2.31	1.41
Stationery & printing	0.45	0.41	0.44
Postage, courier & internet expenses	0.04	0.04	0.05
Telephone and mobile expenses	0.14	0.33	0.61
Internet expenses	0.36	2.55	0.08
Electricity expenses	2.09	2.91	5.11

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Auditors' remuneration	0.41	0.24	0.21
Legal & professional expenses	6.89	6.83	6.26
Filing fees	0.26	0.02	0.04
Insurance	1.77	2.15	1.00
Directors' keyman insurance premium	-	1.01	1.01
Conveyance & travelling expenses	1.71	2.24	1.99
Software support charges	-	0.02	0.43
General repairs & maintenance	1.86	1.24	1.09
Vehicle running expenses	9.13	7.68	4.18
Security expenses	1.77	3.60	2.38
Rates & taxes	2.04	0.65	2.45
Contribution towards corporate social responsibility (CSR)	3.60	0.88	3.48
Loss on sale of assets	-	4.04	0.42
Donation	-	0.25	0.10
Office & general expenses	4.36	6.18	2.66
Water charges	-	-	0.15
Unrealised damages	-	-	7.23
Security Deposit Forfeited	4.53	-	-
Miscellaneous expenses	0.24	0.48	0.76
Marketing Expenses			
Advertisement & publicity expenses	0.19	0.06	0.04
Business promotion expenses	0.11	0.35	0.54
Commission expenses	0.10	0.13	0.14
Sundry balances written-off	1.20	0.19	5.66
Total	**44.78**	**46.79**	**49.92**

Our Results of Operations

The following table sets forth certain information with respect to our results of operations for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, the components of which are also expressed as a percentage of total income for such years:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	₹ In Million	% of Total Income	₹ In Million	% of Total Income	₹ In Million	% of Total Income
Income						
Revenue from operations	4,957.15	98.26	5,734.54	99.46	4,551.33	99.63
Other Income	87.63	1.74	31.22	0.54	17.00	0.37
Total Income	**5,044.78**	**100.00**	**5,765.76**	**100.00**	**4,568.33**	**100.00**
Expenses						
Operating Costs	4,658.63	92.35	5,263.92	91.30	4,098.29	89.71
Changes in inventories of finished goods, stock-in-trade and work-in-progress	(168.18)	(3.33)	(93.20)	(1.62)	(0.48)	(0.01)
Employee benefit expense	108.70	2.15	132.61	2.30	126.73	2.77
Finance costs	74.35	1.47	90.25	1.57	73.86	1.62
Depreciation and amortization expense	23.95	0.47	26.11	0.45	25.09	0.55
Other expenses	44.78	0.89	46.79	0.81	49.92	1.09
Total Expenses	**4,742.23**	**94.00**	**5,466.48**	**94.81**	**4,373.41**	**95.73**

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	₹ In Million	% of Total Income	₹ In Million	% of Total Income	₹ In Million	% of Total Income
Restated Profit Before Tax	**302.55**	**6.00**	**299.28**	**5.19**	**194.92**	**4.27**
Tax Expenses						
Current Tax	78.70	1.56	86.85	1.51	57.91	1.27
Adjustments of tax relating to earlier periods	(0.02)	0.00	0.24	(0.00)	0.08	0.00
Deferred tax charge/(credit)	(0.11)	0.00	(1.95)	(0.03)	(1.07)	(0.02)
Total Tax Expenses	**78.57**	**1.56**	**85.14**	**1.48**	**56.92**	**1.25**
Restated Profit for the Year	**223.98**	**4.44**	**214.14**	**3.71**	**138.00**	**3.02**

FISCAL 2025 COMPARED WITH FISCAL 2024

Total Income

Our total income decreased by 12.50% from ₹ 5,765.76 million Fiscal 2024 to ₹ 5,044.78 million in Fiscal 2025 due to the factors described below:

Revenue from operations:

Our revenue from operations decreased by 13.56% from ₹ 5,734.54 million in Fiscal 2024 to ₹ 4,957.15 million in Fiscal 2025, a decrease of ₹ 777.39 million. The decrease in revenue was primarily on account of decrease in tollway collection receipts which decreased by ₹ 959.40 million and a decrease in material sales by ₹ 17.90 million, which were partially set off by an increase in works contracts receipts by ₹ 151.06 million and an increase in real estate sales by ₹ 49.78 million

Other income:

Our other income increased by 180.69 % from ₹ 31.22 million in Fiscal 2024 to ₹ 87.63 million in Fiscal 2025, an increase of ₹ 56.41 million. The increase in other income was predominantly on account of increase in interest income by ₹ 4.90 million and an increase in profit on sale of investment properties by ₹ 27.85 million and income of ₹ 17.84 million earned from forfeiture of performance security deposit of sub-contractors.

Total Expenses

Our total expenses decreased by 13.25 % from ₹ 5,466.48 million in Fiscal 2024 to ₹ 4,742.23 million in Fiscal 2025, a decrease of ₹ 724.25 million due to the factors described below.

Operating Costs:

Our operating costs decreased by 11.50% from ₹5,263.92 million in Fiscal 2024 to ₹4,658.63 million in Fiscal 2025, a decrease of ₹ 605.29 million primarily on account of a decrease in toll usage charges by ₹ 801.47 million, which was partially set off by an increase in sub-contract work expenses by ₹ 98.37 million, an increase in material purchases by ₹ 41.26 million and an increase in purchase of land and development expenses by ₹ 36.19 million.

Changes in inventories:

Our inventory changed by 80.45 % from ₹ (93.20) million in Fiscal 2024 to ₹ (168.18) million in Fiscal 2025, a decrease of ₹ 74.98 million on account of increase in real estate properties under development and work contracts under EPC Infra.

Employee benefits expense:

Our employee benefits expense increased by 18.03 % from ₹ 132.61 million in Fiscal 2024 to ₹ 108.70 million in Fiscal

2025, a decrease of ₹ 23.91 million. The decrease was primarily on account of a decrease of ₹ 30.53 million in salary and wages due to a decrease in tollway projects and was partially set off by an increase of ₹ 6.50 million in key managerial remuneration.

Finance costs:

Our Finance costs decreased by 17.62 % from ₹ 90.25 million in Fiscal 2024 to ₹ 74.35 million in Fiscal 2025, a decrease of ₹ 15.90 million primarily on account of decrease in interest expense by ₹ 14.76 million.

Depreciation and amortisation expense:

Our Depreciation and amortisation expense decreased by 8.27 % from ₹ 26.11 million in Fiscal 2024 to ₹ 23.95 million in Fiscal 2025, a decrease of ₹ 2.16 million on account of a decrease in our fixed assets.

Other expenses

Our other expenses decreased by 4.30% from ₹ 46.79 million in Fiscal 2024 to ₹ 44.78 million in Fiscal 2025, a decrease of ₹ 2.01 million primarily on account of a decrease in our rent, internet, expenses, security expenses, directors' keyman insurance premium, decrease in loss on sale of property, plant and equipment, office and general expenses during the year.

Profit before tax:

Our Profit before tax increased by 1.09% from ₹ 299.28 million in Fiscal 2024 to ₹ 302.55 million in Fiscal 2025, an increase of ₹ 3.27 million primarily on account of our decrease in operating costs.

Tax expenses:

Our Tax expenses decreased by 7.72% from ₹ 85.14 million for the Fiscal 2024 to ₹ 78.57 million for the Fiscal 2025, a decrease of ₹ 6.57 million. The decrease in tax expenses, despite an increase in overall revenue, is primarily attributable to a profit of ₹2.84 crore from the sale of agricultural land which is exempt from taxation

Profit for the year:

Our Profit for the year increased by 4.60% from ₹ 214.14 million in Fiscal 2024 to ₹ 223.98 million in Fiscal 2025, an increase of ₹ 9.84 million.

FISCAL 2024 COMPARED WITH FISCAL 2023

Total Income

Our total income increased by 26.21% from ₹ 4,568.33 million Fiscal 2023 to ₹ 5,765.76 million in Fiscal 2024 due to the factors described below:

Revenue from operations:

Our revenue from operations increased by 26.00% from ₹ 4,551.33 million in Fiscal 2023 to ₹ 5,734.54 million in Fiscal 2024, an increase of ₹ 1,183.21 million. The increase in revenue was primarily on account of increase in tollway collection receipts which increased by ₹ 1,227.35 million, and increase in material sales as well as machineries and equipment hire charges.

Other income:

Our other income increased by 83.65% from ₹ 17.00 million in Fiscal 2023 to ₹ 31.22 million in Fiscal 2024, an increase of ₹ 14.22 million. The increase in other income was predominantly on account of increase in interest income by ₹ 9.57 million and increase in income from business auxillary services by ₹ 4.63 million in Fiscal 2024.

Total Expenses

Our total expenses increased by 24.99% from ₹ 4,373.41 million in Fiscal 2023 to ₹ 5,466.48 million in Fiscal 2024, an increase of ₹ 1,093.07 million due to the factors described below.

Operating Costs:

Our operating costs increased by 28.44% from ₹ 4,098.29 million in Fiscal 2023 to ₹ 5,263.92 million in Fiscal 2024, an increase of ₹ 1,165.63 million on account of increase in toll usage charges, which increased by ₹ 1,129.53 million and increase of ₹ 242.22 million towards sub-contract work expenses.

Changes in inventories:

Our inventory changed by 19,317% from ₹ (0.48) million in Fiscal 2023 to ₹ (93.20) million in Fiscal 2024, a decrease of ₹ 92.72 million on account of increase in real estate properties under development and work contracts under EPC Infra.

Employee benefits expense:

Our employee benefits expense increased by 4.64% from ₹ 126.73 million in Fiscal 2023 to ₹ 132.61 million in Fiscal 2024, an increase of ₹ 5.88 million. The increase was on account of an increase of ₹ 11.95 million in salary and wages on account of annual increments and was partially set off by a decrease of ₹ 6.10 million in key managerial remuneration.

Finance costs:

Our Finance costs increased by 22.19% from ₹ 73.86 million in Fiscal 2023 to ₹ 90.25 million in Fiscal 2024, an increase of ₹ 16.39 million primarily on account of increase in interest expense and additional bank limits availed and consequent increases in bank charges, bank guarantee charges, stamp duty charges, loan processing charges.

Depreciation and amortisation expense:

Our Depreciation and amortisation expense increased by 4.07% from ₹ 25.09 million in Fiscal 2023 to ₹ 26.11 million in Fiscal 2024, an increase of ₹ 1.02 million on account of an increase in our fixed assets.

Other expenses

Our other expenses decreased by 6.27% from ₹ 49.92 million in Fiscal 2023 to ₹ 46.79 million in Fiscal 2024, a decrease of ₹ 3.13 million primarily on account of a decrease in our marketing expenses during the year.

Profit before tax:

Our Profit before tax increased by 53.54% from ₹ 194.92 million in Fiscal 2023 to ₹ 299.28 million in Fiscal 2024, an increase of ₹ 104.36 million on account of our increase in revenue from operations.

Tax expenses:

Our Tax expenses increased by 49.58% from ₹ 56.92 million for the Fiscal 2023 to ₹ 85.14 million for the Fiscal 2024, an increase of ₹ 28.22 million on account of an increase in profits for the year.

Profit for the year:

Our Profit for the year increased by 55.17% from ₹ 138.00 million in Fiscal 2023 to ₹ 214.14 million in Fiscal 2024, an increase of ₹ 76.14 million.

CASH FLOW

The table below summaries our cash flows from our Restated Consolidated Financial Information for the Fiscal 2025, Fiscal 2024 and Fiscal 2023:

(₹ in Million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net cash generated from/ (utilized in) Operating Activities (A)	(49.49)	142.19	41.51
Net cash utilized in investing activities (B)	120.09	(60.27)	(36.24)
Net cash generated from/ (utilized in) financing activities (C)	(53.76)	(28.77)	(10.24)
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	16.84	53.15	(4.97)
Cash and cash equivalents at the beginning of the period/ year	65.25	12.10	17.07
Cash and cash equivalents at the end of the period/ year	82.09	65.25	12.10

Net Cash Flow from Operating activities

Net cash flow from operating activities comprises cash consumed / generated from operations, increase / decrease in working capital and increase / decrease in non-current / current liabilities.

Fiscal 2025

Our net cash utilised in operating activities was ₹ 49.49 million for Fiscal 2025. Our restated profit before tax for the Fiscal 2025 stood at ₹ 302.55 million. Adjustments to the extent of ₹ 44.81 million were on primarily account of depreciation and amortization expense, other finance costs, interest income change in other current assets, profit on sale of investment properties.

Operating profit before working capital changes was at ₹ 347.36 million for Fiscal 2025. Primary adjustments included increase in inventories of ₹ 168.18 million, an increase in trade receivables of ₹ 125.95 million and other financial liabilities and other current liabilities.

Cash used in operations was ₹ 35.49 million for Fiscal 2025. Income tax paid amounted to ₹ 84.98 million.

Fiscal 2024

Our net cash generated in operating activities was ₹ 142.19 million for the Fiscal 2024. Our restated profit before tax for the Fiscal 2024 stood at ₹ 299.28 million. Adjustments to the extent of ₹ 103.10 million were on primarily account of depreciation and amortization expense, other finance costs, interest income, loss on sale of assets.

Operating profit before working capital changes was at ₹ 402.38 million for Fiscal 2024. Primary adjustments included increase in inventories of ₹ 93.19 million, an increase in trade receivables of ₹ 42.80 million and other financial assets by ₹ 208.17 million which was partially set off by increase in trade payables of ₹ 69.10 million, increase in other financial liabilities to the extent of ₹ 67.47 million.

Cash generated from operations was ₹ 221.05 million. Income tax paid amounted to ₹ 78.86 million.

Fiscal 2023

Our net cash generated in operating activities was ₹ 41.51 million for the Fiscal 2023. Our restated profit before tax for the Fiscal 2023 stood at ₹ 194.92 million. Adjustments to the extent of ₹ 91.85 million were primarily on account of depreciation and amortization expense, other finance costs, interest income, loss on sale of assets.

Operating profit before working capital changes was at ₹ 286.77 million for Fiscal 2023. Primary adjustments included increases in trade receivables of ₹ 59.67 million, decrease in trade payables by ₹ 133.46 million, decrease in other current liabilities of ₹25.66 million and decrease in short term provisions of ₹ 9.71 million, which was partially set off by increase in other financial assets by ₹ 40.85 million.

Cash generated from operations was ₹ 90.49 million. Income tax paid amounted to ₹ 48.98 million.

Net Cash Flow from Investing activities

Net cash flow from investing activities comprises proceeds from purchase of property, plant and equipment and other intangible assets; proceeds from sale of property, plant and equipment; purchase of investment property; proceeds from sale of investment property; movement in other long term loans and advances; movement in other non-current assets; investment in fixed deposits; movement in non-controlling interests; interest income; and land lease income.

Fiscal 2025

Net cash generated in investing activities stood at ₹ 120.09 million as at the end of Fiscal 2025, primarily on account of net investment made in purchase of property, plant and equipment and other intangible assets of ₹ 16.88 million, movement in other long term loans and advances of ₹ 53.18 million, movement in non-controlling interests of ₹ 48.55 million and partially set of by investments in fixed deposits of ₹ 100.96 million, movement in other non-current non-financial assets of ₹ 58.42 million, proceeds from sale of investment property of ₹ 48.93 million and interest income of ₹ 21.24 million.

Fiscal 2024

Net cash used in investing activities stood at ₹ 60.27 million as at the end of Fiscal 2024, primarily on account of net investment made in purchase of property, plant and equipment and other intangible assets of ₹ 33.96 million, movement in other long term loans and advances of ₹ 43.50 million, investment in fixed deposits of ₹ 90.88 million and purchase of investment property ₹ 3.79 million and partially set off by movement in other non-current assets ₹ 38.07 million, proceeds from sale of property, plant and equipment of ₹ 15.24 million, movement in non-controlling interests of ₹ 38.74 million, interest income of ₹ 16.34 million, proceed from sale of investment property of ₹ 3.10 million and land lease income of ₹ 0.37 million.

Fiscal 2023

Net cash used in investing activities stood at ₹ 36.24 million as at the end of Fiscal 2023, primarily on account of net investment made in purchase of property, plant and equipment and other intangible assets of ₹ 24.71 million, movement in other long term loans and advances of ₹ 15.82 million, movement in non-controlling interests of ₹ 23.01 million, and partially set off by proceeds from sale of property, plant and equipment of ₹ 10.79 million, investment in fixed deposits of ₹ 6.52 million, interest income of ₹ 6.77 million, proceed from sale of investment property of ₹ 3.19 million and land lease income of ₹ 0.36 million.

Net Cash Flow from Financing activities

Net cash flow from financing activities comprises impact due to business combination, proceeds / repayment of borrowings and other financial liabilities, movement in long term provisions, payment of Lease Liabilities including interest thereon and other finance costs.

Fiscal 2025

Net cash used in financing activities in Fiscal 2025 was ₹ (53.76) million comprising primarily of repayment of short terms borrowings of ₹ 24.39 million, proceeds of long-term borrowings of ₹ 46.32 million, payment of other finance costs of ₹ 73.97 million.

Fiscal 2024

Net cash used in financing activities in Fiscal 2024 was ₹ 28.77 million comprising primarily of proceeds of short terms borrowings of ₹ 175.46 million, repayment of long term borrowings of ₹ 112.00 million, other finance costs of ₹ 89.77 million.

Fiscal 2023

Net cash used in financing activities in Fiscal 2023 was ₹ 10.24 million comprising primarily of proceeds of long-term borrowings of ₹ 5.27 million, proceeds of short-term borrowings of ₹ 60.18 million, repayment of other financial liabilities of ₹ 1.51 million and other finance costs of ₹ 73.60 million.

INDEBTEDNESS

As at Fiscal 2025, the total outstanding borrowings (including non-current and current borrowings) of our Company was ₹ 718.15 million as per Restated Consolidated Financial Information. For further details, refer chapter titled "*Financial Indebtedness*" on page 428.

CONTINGENT LIABILITIES AND COMMITMENTS

The following table sets forth our contingent liabilities as for the years indicated:

(in ₹ million)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Contingent Liabilities			
A. Guarantees			
- Against bank guarantees issued by the bank	761.75	710.84	538.62
- Corporate guarantee			
• Related Parties	-	54.10	54.10
- Bank guarantee on behalf of associates			
• Related Parties	1.40	1.40	-
Total (A)	763.15	**766.34**	**592.72**
B. Other money for which the Group is contingently liable against pending litigations			
- Entry Tax	1.37	1.37	1.37
- Value Added Tax	-	-	0.46
- Service Tax	13.32	13.32	13.32
- Others	15.82	15.82	15.82
Total (B)	30.51	**30.51**	**30.97**
C. Expected expenditure on road maintenance	2.36	2.03	1.85
Total (C)	2.36	**2.03**	**1.85**
Commitments	-	-	-

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Credit Risk

Credit risk is the risk of financial loss to the Company, if a customer or the counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and from its investing activities, including deposits with banks. The carrying amounts of financial assets represent the maximum credit risk exposure. We are exposed to credit risk on receivables owed to us by our customers for the services we provide. Further, tolls paid by means of cash are collected by toll collectors at the manual toll booths. If our customers do not pay us in a timely manner, or at all, or if the toll payments collected in cash are not made in a timely fashion, we may have to make provisions for or write-off such amounts.

Other Financial Assets

Credit risk on cash and cash equivalent and other bank balances is limited as our Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Liquidity Risk

Our Company faces the risk that it may not have sufficient cash flows to meet its operating requirements and its financing obligations when they come due. Our Company manages its liquidity profile through the efficient management of existing funds and effective forward planning for future funding requirements. Going forward, and to the extent it is able to do so, our Company intends to primarily use internally generated funds to meet its financing requirements.

Market Risk

We are exposed to various types of market risks during the normal course of business. Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: price risk, currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency Risk

Our Company is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Company's functional currency.

Interest Rate Risk

The Company's main interest rate risk arises from borrowings with variable rates, which expose the Company to cash flow interest rate risk. The interest rate on the Company's financial instruments is based on market rates. The Company monitors the movement in interest rates on an ongoing basis.

Inflation

In recent years, India has experienced relatively high rates of inflation. In our view, inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

Related Party Transactions

We have engaged in the past, and may engage in future, in transactions with related parties, including with our affiliates and certain key management members on an arm's lengths basis. Such transactions are ordinarily for purchase/ sale transactions and payments for salary or remuneration, payment of rent and loans and advances. For further information, see "*Related Party Transactions*" on page 392.

Known Trends or Uncertainties

Other than as described in this Red Herring Prospectus, particularly above and in "*Risk Factors*" on page 31, to our knowledge, there are no trends or uncertainties that have had or are expected to have a material adverse impact on our income from continuing operations, on our results of operations or financial condition.

Unusual or Infrequent Events or Transactions

Except as described in this Red Herring Prospectus, to our knowledge, there have been no events or transactions that may be described as "unusual" or "infrequent".

Seasonality of Business

Severe weather conditions and seasonality may affect traffic, trends and usage of our projects. Our operations may be adversely affected by difficult working conditions during summer months and monsoons that restrict our ability to carry on EPC Infra projects and tollway collection business.

Future Relationship between Costs and Income

Other than as described above and in "*Risk Factors*" on page 31, to our knowledge, there are no known factors which will have a material adverse impact on our operations and finances.

Significant Dependence on a Single or Few Customers

Except as disclosed in Risk Factor- "*We derive significant portion of revenue from operations from our tollway collection business which is primarily undertaken for and awarded by the NHAI. Further, most of our revenue in the EPC Infra business is from public sector customers. The loss of any of our contracts, particularly in our tollway collection business may have a material and adverse effect on our business and financial results*" on page 29. We have a wide customer base and our business is not dependent on any single or few customers. For more information, see "*Our Business*" on page 180, we are not dependent on a single or few customers.

Segment Reporting

The Company has three principal operating and reporting segments; viz. tollway collection, EPC Infra and real estate business. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting. For further details, please refer to Note 52 chapter titled "*Restated Consolidated Financial Information*" on page 253.

Competitive Conditions

For information on our competitive conditions and our competitors, see "*Risk Factors*", "Industry Overview" and "*Our Business*" on pages 31, 133 and 180 respectively.

STATUS OF ANY PUBLICLY ANNOUNCED NEW PRODUCTS OR BUSINESS SEGMENTS

Except as disclosed in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

SIGNIFICANT RECENT DEVELOPMENTS

Except as stated in this Red Herring Prospectus and/or hereinbelow, no circumstances have arisen since Fiscal 2025, which may materially and adversely affect or are likely to affect, our results of operations and profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months:

The members of the AOP i.e. the Company and Ankit Tandon Enterprises & Tollways Private Limited have entered into a deed of dissolution dated June 23, 2025 ("**Deed of Dissolution**"). Distribution of all the assets, liabilities and necessary actions to be undertaken for winding up the AOP shall be in the manner prescribed in the Deed of Dissolution.

CAPITALISATION STATEMENT

(in ₹ Millions except percentages and ratios)

Particulars	Pre-Offer as at March 31, 2025	Post Offer#
Total Equity		
Equity share capital*	288.95	[●]
Other equity*	839.41	[●]
Non-Controlling Interests	48.86	[●]
Total Equity (A)	**1,177.22**	**[●]**
Total borrowings		
Current borrowings (excluding current maturity of Non-current borrowing)*	568.64	[●]
Non-current borrowings (including current maturity of Non-current borrowing)*	149.51	[●]
Total Borrowings (B)	**718.15**	**[●]**
Total (A+B)	**1,895.37**	**[●]**
Non-current borrowings / Total Equity	**0.13**	**[●]**
Total borrowings/ Total Equity	**0.61**	**[●]**

** These terms shall carry the meaning as per Schedule III of the Companies Act, 2013*
 # To be populated upon finalization of the Offer Price.
As certified by the Statutory Auditor, by way of their certificate dated July 23, 2025.

FINANCIAL INDEBTEDNESS

Our Company has entered into financing arrangements in the ordinary course of its business with various banks, including borrowings in the form of term loans and other working capital facilities to meet working capital requirements. Further, our Company has availed unsecured borrowings from our Promoter and Directors. For details regarding the borrowing powers of our Board, please see "*Our Management – Borrowing Powers of our Board*" on page 232. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer, including, inter alia, effecting a change in our shareholding pattern, effecting a change in the composition of our Board, and amending our constitutional documents.

Set forth below is a brief summary of our aggregate borrowings as of May 31, 2025:

Category of borrowing	**Sanctioned amount (₹ in Millions) as on May 31, 2025**	**Outstanding amount (₹ in Millions) as on May 31, 2025 [As per bank]**
Highway Infrastructure Limited [Company]		
A) Fund Based Limit		
Long-term Borrowings (including current maturities)		
Term loans (Secured)	67.82	38.68
Term loans (Unsecured)	-	-
Sub-Total	67.82	38.68
Short-term Borrowings		
Secured	904.80	542.34
Unsecured	-	-
Sub-Total	**904.80**	**542.34**
Total (A)	**972.62**	**581.02**
B) *Non-Fund Based Limits*		
- Bank Guarantee	**854.00**	762.69
Total (B)	**854.00**	**762.69**
Grand Total (A+B)	**1,826.62**	**1,343.71**
Subsidiary		
A) Fund Based Limit		
Long-term Borrowings (including current maturities)		
Term loans (Secured)	-	-
Demand loans (Unsecured)	300.00	129.12
Sub-Total	**300.00**	**129.12**
Short-term Borrowings		
Secured	-	-
Unsecured	-	-
Sub-Total	-	-
Total (A)	**300.00**	**129.12**
B) *Non-Fund Based Limits*		
- Bank Guarantee	-	-
Total (B)	**-**	**-**
Grand Total (A+B)	**300.00**	**129.12**

As certified by R.K. Jagetiya & Co, Chartered Accountants, the Independent Chartered Accountant pursuant to their certificate dated July 23, 2025.

As on date of this Red Herring Prospectus, our Subsidiary has not availed any other secured or unsecured loans.

Principal terms of the subsisting borrowings of our Company:

S.No.	Name of the Lender	Nature of Loan	Rate of Interest as at May 31, 2025	Repayment Terms	Pre-payment/ Pre-closure Charges
Our Company					
1.	Kotak Mahindra Bank Limited	Cash Credit, Working Capital and Bank Guarantee	CC-RPRR+ 3.40% p.a.	12 Months (repayable on demand)	3% on amount pre-paid
			WCDL- 9.50%-9.65% p.a.	Repayable on demand and tenor can be maximum upto 90 days	
			BG-1% p.a.	48 months for renewed and 36 months for fresh	Not Applicable
2.	HDFC Bank	Vehicle Loan	7.90% p.a	39 instalments	6% of principal outstanding for pre-closures within 1 year from 7th EMI. 5% of principal outstanding for pre-closures within 13-24 months from 1st EMI. 3% of principal outstanding for pre-closures post 24 months from 1st EMI.
3.	Bank Of Baroda	Vehicle Loan	Repo+2.65% p.a.	36 instalments.	As per applicable rate.
4.	IndusInd Bank	Working Capital Loan and Cash Credit	WC – 9.18% p.a.	WCDL-Upto tenor of toll period or 12 months whichever is lower	Not mentioned in the sanction letter
			CC - 8.78% to 9.25%	CC-12 Months (repayable on demand)	
5.	Bank Of Baroda	Vehicle Loan	Repo+2.65% p.a.	36 instalments	As per applicable rate.
6.	HDFC Bank	Vehicle Loan	9.25% p.a.	24 instalments	4% on the principal outstanding within 12 months from the 1st EMI. 2% on the principal outstanding after 12 months from the 1st EMI.

7.	HDFC Bank	Vehicle Loan	9.50% p.a.	48 instalments	4% on the principal outstanding within 12 months from the 1st EMI. 2% on the principal outstanding after 12 months from the 1st EMI.
8.	Axis bank	Working Capital, Term Loan and Bank Guarantee	CC-Repo+3.70% p.a.	12 months (repayable on demand)	Working Capital: 6-12 months-4%; 12-24 months-3%; and Above 24 months- 2% Term Loan : 6-12 months-4%; 12-24 months-3%; and Above 24 months- 2%
			GECL-Repo+2.75% p.a.	24 month Principal Moratorium. 36 monthly instalments after moratorium. (Principal Repayment) Interest to be serviced on monthly basis.	
			BG-1% p.a	12 months/ 60 months inclusive of claim period	Not Applicable
9.	YES Bank Limited	Cash Credit, Working Capital, Term Loan and Bank Guarantee	CC-EBLR+2.90% p.a.	12 months (repayable on demand)	2%
			BG-0.90% p.a.	84 months tenor including claim period	Not applicable
			WCDL – EBLR + 2.90% p.a.	12 months (repayable on demand)	Nil
10.	HDFC Bank	Working Capital, Term Loan and Bank Guarantee	OD-Repo+3.00% p.a.	12 months (repayable on demand)	2% after 6 months and 4% within 6 months of total credit facility
			WCTL GECL and GECL extension-9.25% p.a. (Rate linked to 3 M T Bills reset basis)	64 instalments	2% after 6 months and 4% within 6 months of total credit facility
			BG-1% p.a.	Not mentioned	Not applicable
11.	HDFC Bank	Vehicle Loan	8.75% p.a.	39 instalments	For full payment: 6% of Principal outstanding

					within 1 year 5% Principal outstanding within 13-24 months from 1st EMI 3% of Principal outstanding post 24 months from 1st EMI For Part payment: 5% on the part payment amount if within 24 months from 1st EMI 3% on the part payment if it is post 24 months from 1st EMI

1. ***Security***: Our borrowings, where applicable, are secured by:

a. Equitable mortgage over free hold land and building thereon;
b. Hypothecation of movable assets such as that on vehicles, equipment and machinery;
c. Hypothecation on Book Debts and Inventory such as Stocks, Raw material, Packing material, Work-in-progress and Finished goods; and
d. Fixed Deposits.

2. ***Restrictive Covenants***: Certain of the loans availed by our Company contain certain restrictive covenants which require prior approval of the lender, or prior intimation to be made to the lender, for certain specified events or corporate actions, *inter alia*:

   a. Effect any change in the capital structure or general nature of business;
   b. All future borrowings and personal guarantees shall be with the prior written consent of the banks;
   c. Implement any scheme of merger, amalgamation, merger, de-merger, buy-back, compromise or reconstruction;
   d. Facility not to be utilized for adjustment/takeover of borrowings availed from other Banks and financial institutions;
   e. No shares to be pledged with any other bank/ financial institution/ commercial company without obtaining prior permission from the bank;
   f. Enter into borrowing arrangements either secured or unsecured with any other bank, financial institution, company or person;
   g. Enter into related party transactions;
   h. Effect any material change in the ownership or control or management of the business of the Borrower or shareholding pattern or change in key managerial personnel or senior management of the Company;
   i. Undertake to wind up, liquidate or dissolve its affairs or take any steps for its voluntary winding up or liquidation or dissolution;
   j. Any amendments in the Company's Memorandum of Association and/or Articles of Association;
   k. Usage of the loan amount towards inter-corporate deposits, subscription of shares, debentures, extension of loans to subsidiaries and purchase of land;
   l. Repayment of loans to shareholders, directors, relatives, or any other affiliates;
   m. Enter into new real estate development project or project/scheme;
   n. Settle litigation/ arbitration having material adverse effects; and
   o. Disposal of assets.

3. ***Cross default:*** No provisions for cross default.

4. ***Events of default***: In terms of our facility agreements and sanction letters the following, among others, constitute events of default:

   a. Failure or inability to pay amount on due dates;

   b. Breach of any covenant, condition, agreement in the loan/facility agreement;

   c. The Company ceasing or threatening to cease to carry on business or giving or threatening to give notice of intention to do so; or

   d. Details of any event, of any litigation, arbitration, insolvency or administrative proceedings which is likely to result in the occurrence of material adverse effect including settlements thereof;

   e. Failure to provide additional security in the event of depreciation of assets mortgaged or hypothecated.

5. **Consequences of occurrence of events of default:** The consequences of occurrence of events of default under our facility agreements and sanction letters are, among others, as follows, whereby the lenders may:

   a. Terminate the facility/ loan agreements;
   b. Suspend further access to withdrawals by our Company of the facilities;
   c. Take possession of the security and assets including rights to dispose them off including utilizing the monies realized thereof;
   d. Declare any or all amounts under the facility, either whole or in part, as immediately due and payable to the lender;
   e. Seek additional interest; and/or
   f. No claim of damages can be made against the bank.

For the purpose of the Offer, our Company has intimated and obtained necessary consents from all its lenders, as required under the relevant facility documentations for undertaking activities relating to the Offer including consequent actions, such as change in the capital structure, change in the shareholding pattern of our Company and/or change in management, amendments to the Articles of Association of our Company, etc. The Company and its Subsidiary hereby confirms that there is no past default on any borrowings.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see *"Risk Factors – The agreements governing our Company's indebtedness contain conditions and restrictions on our operations, additional financing and capital structure.*" on page 49.

SECTION VI – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings involving our Company, Directors, or Promoters ("**Relevant Parties**"); (ii) actions by any statutory or regulatory authorities involving the Relevant Parties, Key Managerial Personnel or Senior Management; or (iii) claim involving our Company, Directors or Promoters for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved), (iv) criminal proceedings involving our Key Managerial Personnel or Senior Management; and (v) proceeding involving our Company, Directors or Promoters (other than proceedings covered under (i) to (iv) above) which has been determined to be "material" pursuant to the materiality policy approved by our Board in its meeting held on June 23, 2025 ("**Materiality Policy**") (as disclosed herein below)*

*In accordance with the Materiality Policy, all outstanding litigation (other than outstanding criminal proceedings, actions by statutory or regulatory authorities and claims relating to direct and indirect taxes involving the Relevant Parties wherein (i) the aggregate monetary claim made by or against the Relevant Parties (individually or in the aggregate), in any such outstanding litigation, is equal to or in excess of an amount equivalent to 2% of turnover, 2% net worth (except in case the arithmetic value of the net worth is negative) and 5% of average of absolute value of the profit/loss after tax on a consolidated basis, as per the Restated Consolidated Financial Information for Fiscal 2025 would be considered material for our Company ("**Threshold**") (ii) where the monetary liability is not quantifiable, or which does not fulfil the threshold specified in (i) above, but the outcome of which could nonetheless have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company, or (iii) the pending litigation where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the Threshold, have been considered "material" and accordingly have been disclosed in this Red Herring Prospectus.*

Accordingly, all such outstanding litigation proceedings where the aggregate monetary claim made by or against the Relevant Parties (individually or in aggregate), in any such outstanding litigation or arbitration proceeding is equal to or in excess of ₹ 9.60 Million (being 5 % of average of absolute value of the profit of our Company as per the Restated Consolidated Financial Information), have been disclosed in this Red Herring Prospectus.

Further, there are no: (i) disciplinary actions (including penalties) imposed by SEBI or a recognized stock exchange against any of our Promoters, Key Managerial Personnel or Senior Management in the last five Fiscals immediately preceding the date of this Red Herring Prospectus, including any outstanding action, other than the penalty imposed by SEBI on our Promoter Anoop Agrawal in the company named Iris Mediaworks Limited (previously known as Channel Guide (India) Limited) which has been duly paid; and (ii) outstanding litigation involving the Group Companies, which may have a material impact on our Company.

For the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding notices issued by statutory or regulatory authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered "material" until such time that the Relevant Parties are impleaded as a defendant before any judicial or arbitral forum.

*Further, in accordance with the Materiality Policy, our Company has considered such creditors to be 'material', to whom the amount due is equal to or in excess of 5% of the consolidated trade payables of our Company as at Fiscal 2025. The consolidated trade payables of our Company as Fiscal 2025 was ₹ 154.26 Million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor individually exceeds ₹ 7.71 Million as at Fiscal 2025. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

LITIGATIONS INVOLVING OUR COMPANY

Summary of the Outstanding Litigation

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges	Material Civil Litigations	Others	Aggregate amount involved^ *(₹ in million)*
Company							
By the Company	Nil	1	Nil	Nil	3	Nil	97.98
Against the Company	Nil	3	Nil	Nil	Nil	2	32.44
Directors (other than our Promoters)							
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	2	Nil	Nil	Nil	Nil	0.17
Promoters							
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	5	Nil	Nil	Nil	Nil	0.08
Subsidiary							
By the Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiary	1	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies							
By the Group Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Group Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil

^ To the extent quantifiable

As on the date of this Red Herring Prospectus, there are no criminal matters initiated by or against the Company, Group Companies, its Subsidiary, Key Managerial Personnel, Directors and/or Promoters which are at First Information Report ("**FIR**") stage.

I. LITIGATION INVOLVING OUR COMPANY

(a) Criminal proceedings against our Company

As of the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

(b) Criminal proceedings initiated by our Company

As of the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Company.

(c) Material Civil proceedings against our Company

Nil

(d) Material Civil proceedings initiated by our Company

1. *Arbitration Case numbering RC 56/2015 between the Company and Chief General Manager Madhya Pradesh Rural Road Development Authority (MPRRDA) through Chief Executive Officer*

An arbitration case numbering RC-56/2016 dated February 16, 2015 was filed before the Madhya Pradesh Madhyastha Adhikaran, Vindhyachal, Bhopal against the Chief Executive Engineer representing the State of Madhya Pradesh

("**Respondent**") by our Company ("**Claimant"**). As per the claim, the Respondent executed an agreement and work orders for scope of construction/up-gradation and maintenance of roads including maintenance of 5 years for an amount of ₹ 37.07 million.

During the 5 year maintenance period, due to heavy vehicular traffic of vehicles exceeding the acceptable load capacity and flooding, the Company was subjected to maintaining irreparable roads at its own cost and was entitled to reimbursement which was duly informed to the Respondent detailing the financial losses suffered due to the maintenance of the road in force majeure conditions. However, the Respondent terminated the contract claiming the estimate cost of ₹ 8.22 million required for maintenance of the road against the Company. Aggrieved by the termination of the contract, the Company filed a writ petition No.6934/2013 before the High Court, Madhya Pradesh which passed its orders on April 23, 2013 directing the Claimant to proceed with a dispute redressal mechanism. In this regard, the Company as per the directions of the High Court of Madhya Pradesh filed the present arbitration case for the claim of a total amount of ₹ 14.95 million along with interest of 18% p. a. from due date till the date of actual realization. Currently, the matter is pending before the arbitration tribunal for final arguments and the next date of hearing is January 12, 2026.

2. ***Arbitration Case numbering RC 57/2015 between the Company and Chief General Manager Madhya Pradesh Rural Road Development Authority (MPRRDA) through Chief Executive Officer.***

An arbitration case numbering RC-57/2015 dated January 07, 2017 was filed before the Madhya Pradesh Madhyastha Adhikaran, Vindhyachal, Bhopal under has been filed against the Chief Executive Engineer representing the State of Madhya Pradesh ("**Respondent**") by our Company ("**Claimant"**). As per the claim the Respondent executed an agreement and work orders for scope of construction/up-gradation and maintenance of roads including maintenance of 5 years. During the maintenance period, due to the passing of heavy vehicular traffic, the roads under the contract were badly damaged. At this time, the Respondent proceeded terminate the contract and impose liquidated damages at 5% of the contract amount claiming ₹ 2.50 million from the final bill of the Claimant and consultancy charges amounting to ₹ 0.57 million from the final paid bill. Aggrieved by the termination of the contract agreement and the imposition of liquidated damages, the Company filed a writ petition No.6934/2013 before the High Court, Madhya Pradesh which subjected the parties to settle the matter through a dispute redressal mechanism.

The Claimant as per the directions of the High Court filed the present arbitration case for the claim pertaining to the withholding of security deposit, additional cost for maintenance of the road, liquidated damages, amount illegally withheld/deducted and idling/underutilization of resources amounting to ₹ 14.09 million along with interest of 18% p. a. from due date till the date of actual realization. Currently, the matter is pending before the concerned authority for final arguments and the next date of hearing is January 12, 2026.

3. ***Arbitration Case numbering RC 82/2016 between the Company and Chief Executive Engineer, State of Madhya Pradesh through Principal Secretary, Union of India.***

This arbitration proceeding has been initiated against the Executive Engineer State of Madhya Pradesh ("**Respondent**") by our Company ("**Claimant**") pursuant to a work order for the widening and strengthening of a section of the NH 59A. As per the claim the Respondent executed an agreement for scope of widening of two lane and strengthening a section of NH 59A. Due to various practical problems in deviation of scope and improper sanctioning of estimates, the Claimant required the work to be extended for a period of one year and four months and twenty-two days beyond the originally designated completion date.

The Claimant filed the present arbitration case under Section 11 of the Arbitration and Conciliation Act, 1996 for the claim for the price adjustment, additional cost for extended period, liquidated damages, amount illegally withheld/deducted and idling/underutilization of resources for a total amount of ₹ 57.73 million along with interest of 18% p. a. from due date till the date of actual realization. Currently, the matter is pending before the competent authority and the next date of hearing is September 22, 2025 for the purpose of acceptance or rejection of documents.

(e) Outstanding actions by Statutory Authorities or Regulatory Authorities

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by Statutory Authorities or Regularity Authorities against our Company.

(f) Others

1. Criminal Suit numbering UN CR/215/2023 by Priyal Kaur V/s Prashant Builders and Developers Private Limited and Others

Priyal Kaur Bedi ("**Complainant**") filed an unregistered criminal complaint dated March 18, 2017, before the Judicial Magistrate, First Class, Indore against Prashanth Builders and Developers Private Limited wherein our Company was made a party ("**Defendants"**). As per the unregistered criminal complaint, the Complainant had executed an agreement on July 16, 2013 for purchase of 8(eight) 1BHK flats at Block-F of the multi-storeyed building known as *Highway - Karuna Sagar.* It has been alleged that at the time of the execution of the agreement, the Complainant paid a sum of ₹ 2.80 million out of total consideration of ₹ 2.95 million and that that that the balance shall be paid at the time of completion of construction and possession of the aforesaid flats. Upon making enquiries, the Complainant claimed that some of the flats which were agreed to be sold to her were offered to be sold elsewhere, thereby alleging a criminal breach of trust on behalf of the Defendants. As the Complainant was unable to register a First Information Report, she instituted an unregistered criminal case against Prashanth Builders and Developers Private Limited. As on date of this RHP, the Company has not received any notices/summons regarding the proceedings of the case. The matter has been listed on August 12, 2025.

2. Criminal Suit numbering UN CR/100/2023 by Tanmeet Kaur V/s Prashant Builders and Developers Private Limited and Others

Tanmeet Kaur ("**Complainant**") filed an unregistered complaint dated March 18, 2017, before the Judicial Magistrate, First Class, Indore against Prashanth Builders and Developers Private Limited wherein our Company was made a party ("**Defendants"**). As per the unregistered criminal complaint, the Complainant had executed a possession deed on August 04, 2015 for purchase of 6(six) 1BHK flats at Block-F of the multi-storeyed building known as *Highway- Karuna Sagar.* It has been alleged that at the time of the execution of the agreement, the Complainant paid a sum of ₹ 2.40 million out of total consideration of ₹ 2.53 million and that the balance shall be paid at the time of completion of construction and possession of the aforesaid flats. Upon making enquiries, the Complainant found that two flats which were agreed to be sold to her were already sold to other Defendants thereby alleging a criminal breach of trust and forgery of documents. As the Complainant was unable to register a First Information Report, she instituted an unregistered criminal case against Prashanth Builders and Developers Private Limited. As on date of this RHP, the Company has not received any notices/summons regarding the proceedings of the case. The matter has been listed on August 19, 2025.

II. LITIGATION INVOLVING OUR SUBSIDIARY

(a) Criminal proceedings against our Subsidiary

Except as disclosed below, there are no outstanding criminal proceedings initiated against our Subsidiary as of the date of this Red Herring Prospectus:

1. Case No: CR 772/2020 between the State Labour Officer, Rajasthan and Highway & Tandon Tollways Private Limited

Sarfraj Kriviya, Labour Enforcement Officer (Central) ("**Complainant**") inspected the Rajora Khurd Toll Plaza at Dhoulpur Tehsil Bari and filed a complaint with the Judicial Magistrate, Dhoulpur against Highway & Tandon Tollways Private Limited ("**Defendant**") based on an inspection of a fee plaza and upon finding irregularities and non- compliances under the Contract Labour (Regulation and Abolition) Act, 1970 (**"CLRA Act"**) regarding the maintenance of certain registers, lists and notices alleging violation of Section 25 of the CLRA Act. The Complainant filed the present claim to recover all amounts due and liable to be paid as a deposit as per Section 357(1) of the Cr.Pc, 1973. However, the Subsidiary-Highway & Tandon Tollways Private Limited has not operated on any toll as on the date of this Red Herring Prospectus. Currently, the matter is pending before the Authority and the next date of hearing is October 27, 2025 for the purpose of appearance.

(b) Criminal proceedings by our Subsidiary

As of the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Subsidiary**.**

(c) Actions by statutory and regulatory authorities involving our Subsidiary

As of the date of this Red Herring Prospectus, there are no outstanding actions or proceedings initiated by statutory/regulatory authorities involving our Subsidiary.

(d) Material civil litigation against our Subsidiary

As of the date of this Red Herring Prospectus, there are no outstanding material civil proceedings initiated against any of our Subsidiary.

(e) Material civil litigation by our Subsidiary

As of the date of this Red Herring Prospectus, there are no outstanding material civil proceedings initiated by any of our Subsidiary.

III. LITIGATION INVOLVING OUR GROUP COMPANIES

(a) Criminal proceedings against our Group Companies

As of the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Group Companies.

(b) Criminal proceedings by our Group Companies

As of the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by any of our Group Companies**.**

(c) Actions by statutory and regulatory authorities involving our Group Companies

As of the date of this Red Herring Prospectus, there are no outstanding actions or proceedings initiated by statutory/regulatory authorities involving our Group Companies.

(d) Material civil litigation against our Group Companies

As of the date of this Red Herring Prospectus, there are no outstanding material civil proceedings initiated against any of our Group Companies.

(b) ***Material civil litigation by our Group Companies***

As of the date of this Red Herring Prospectus, there are no outstanding material civil proceedings initiated by any of our Group Companies.

IV. LITIGATIONS INVOLVING OUR PROMOTERS

(a) Criminal proceedings against our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Promoters.

(b) Criminal proceedings initiated by our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

(c) Actions by statutory and regulatory authorities involving our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated against our Promoters.

(d) Material Civil litigations against our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Promoters.

(e) Material Civil litigations against our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Promoters.

(f) ***Outstanding* actions by Statutory or Regulatory authorities against our Promoters**

As on the date of this Red Herring Prospectus, there are no outstanding actions by Statutory or Regulatory authorities against our Promoters

V. LITIGATIONS INVOLVING OUR DIRECTORS

(a) Criminal proceedings against our Directors

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Directors.

(b) Criminal proceedings initiated by our Directors

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Directors.

(c) Actions by statutory and regulatory authorities involving our Directors

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated against our Directors.

(d) Material Civil litigations against our Directors

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Directors.

(e) Material Civil litigations against our Directors
As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Directors.

VI. TAX CLAIMS INVOLVING OUR COMPANY, SUBSIDIARY AND DIRECTORS

Material Tax Proceedings

As on the date of this Red Herring Prospectus, there are no outstanding material tax proceedings involving our Company, its Directors, Subsidiary and Directors except as listed below:

Nature of Case	Number of Cases	Amount Involved (in ₹ Million)
Direct Tax	Nil	Nil
Indirect Tax	3	42.30
Total	**3**	**42.30**

1. Case No. WP 13762/2019 in the matter of our Company vs Union of India

A writ petition bearing number 13762/2019 was filed on July 15, 2019 before the Hon'ble High Court of Madhya Pradesh, at Jabalpur by our Company ("**Petitioner"**) against the Union of India ("**Respondent"**). The petition states that for works contracts dated prior to July 01, 2017, the total tax effect as per the Goods and Service Tax (**GST**) only be levied to the extent that the total tax effect would not surpass the Value Added Tax (**VAT)** or in the alternative that the Respondent be directed to compensate the Company while reimbursing the tax paid in GST as compared to the Value Added Tax by the Company. The Petitioner alleges that prior to the implementation of GST, only VAT at a rate of 2% was payable on construction works, however for works constructed after July 01, 2017, due to the imposition of GST, the Petitioner has suffered huge financial losses in form of GST taxes at a rate of 12%-18%, which is higher as compared to the VAT, due to levy of which they were liable to pay GST of ₹ 18.90 million on the Works contract services provided under agreements entered prior July 01, 2017. The claim as per the petition is ₹11.22 million. Currently, the matter is pending before the High Court of Jabalpur and the next date of hearing is yet to be notified.

2. Case No. ST/50509/2024 before the Central Excise and Service Tax, Appellate Tribunal, New Delhi

This appeal dated February 14, 2024 is against the Assistant Commissioner, CGST and Central Exercise Commissionerate Indore, ("**Respondent**") based on an order passed against our Company for recovery of service tax amount of ₹ 6.66 million and penalty amount ₹ 6.66 million("**Claim"**) vide order in original 16/ADC/ST/IND/2022-23 by the Additional Commissioner CGST & Central Excise, Manik Bagh Palace, Indore. The matter concerns the Company's ("**Appellant"**) liability to pay tax on the 191 unsold units out of the 558 completed units in the Newwyork City project ("**Project"**) of the Appellant having already availed of credit of input services used for construction and development of the Project along with credit of capital goods under provisions of the CENVAT Rules, 2004. The Respondent contends that in case of a construction and sale of a residential complex, as the entire consideration was received after a completion certificate was issued, unsold units require CENVAT Credit to be availed on account of being characterized as a 'service'. Currently, the matter is pending before Central Excise and Service Tax, Appellate Tribunal, New Delhi and is yet to be listed for hearing.

***3. Service Tax Appeal No. 52164 of 2019 before the Customs, Excise and Service Tax Appellate Tribunal, Indore*.**

The current appeal is filed against the order-in-appeal No. IND-EXCUS-000-APP-435-436-18-19 dated March 29, 2019 passed by the Commissioner (Appeals) Customs, CGST & Central Excise, Indore ("**Impugned Adjudication Order**"). As per the Impugned Adjudication Order, our Company ("**Respondent"**), was engaged in the construction of roads for the Karuna Sagar Project ("**Complex"**) during the audit period of Fiscal 2013 to Fiscal 2015 for which a service tax liability of ₹11.41 million was imposed vide Order-in-Original No.06/ADC/ST/IND/2018-19 dated August 31, 2018, with a demand of Service Tax of ₹ 11.41 million for 'construction of residential complex service' and ₹ 0.43 million for 'works contracts service' issued respectively, amounting to ₹ 11.84 million along with interest penalty amount of ₹ 5.92 million, thereby totalling ₹ 17.76 million. It was upheld by the Commissioner (Appeals) Customs, CGST and Central Excise Indore, Madhya Pradesh that the construction of approach roads meant for public usage within the Complex by our Company did not fall under the ambit of construction of a 'Residential Complex' in terms of Section 65(91)(a) of the Finance Act, 1994 and therefore does not merit any service tax, thereby setting aside the Impugned Adjudication Order.

Aggrieved by the decision of the Commissioner (Appeals) Customs, CGST and Central Excise, Indore, Madhya Pradesh, the Additional Commissioner, CGST & Central Excise, Manik Bagh Palace, Indore ('**Appellant**') filed the current appeal at Customs, Excise and Service Tax Appellate Tribunal, Indore. Presently, based on the last hearing dated July 17, 2025, the above case has been dismissed, however the order copy indicating dismissal by the relevant authority is yet to be made available to the Company.

Non-Material Tax Proceedings

As on date of this Red Herring Prospectus, the non-material tax proceedings (excluding the demand notices) amounts to ₹ 1.37 million.

Demand Notices

Our Company, its Directors and our Key Managerial Personnel have certain outstanding demand notices amounting to ₹ 0.25 million

Outstanding dues to creditors

As per the Materiality Policy, creditors to whom an amount exceeding ₹ 7.71 million, which is 5% of the total consolidated trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Financial Information, i.e. as at Fiscal 2025, were considered 'material' creditors. Based on the above, there is one (1) material creditors of our Company as Fiscal 2025. Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at Fiscal 2025 by our Company, are set out below.

Details of outstanding dues owed as March 31, 2025 to MSMEs and other creditors are set out below:

Type of creditors	Number of creditors	Amount involved (Amount in ₹ million)
Material Creditors (MSME and Others)	3	65.91
Other than Material (MSME)	27	12.61
Other than Material (Other than MSME)	9	6.19
Acceptances and provisions	Nil	Nil
Total	**39**	**84.71**

Total trade payables include below parties which fall under material category but not included in above list of material creditors.

Name of the Supplier	Amount involved (in ₹ million)
National Highway Authority of India	69.55
Total	**69.55**

The details pertaining to outstanding dues to creditors is available on the website of our Company at www.highwayinfrastructure.in.

Details pertaining to outstanding over dues to material creditors, if any, along with names and amounts involved for each such material creditor shall be made available on the website of our Company at www.highwayinfrastructure.in.

Material Developments

Except as disclosed in *"Management's Discussion and Analysis of Financial Position and Results of Operations– Significant Recent Developments"* on page 426, no circumstances have arisen since Fiscal 2025, the date of the last Restated Consolidated Financial Information disclosed in this Red Herring Prospectus, which may materially and adversely affect, or are likely to affect our profitability, our operations, the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of approvals obtained by our Company, our Subsidiary which are considered material and necessary for the purpose of undertaking their business activities. Except as disclosed herein, we have obtained all material consents, licenses, permissions, registrations and approvals, from various governmental, statutory and regulatory authorities, which are necessary for undertaking our current business activities and operations. Except as stated below, no further material approvals from any governmental, statutory and regulatory authority are required to undertake the Offer or continue such business activities. In the event that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Red Herring Prospectus. For incorporation details of our Company, see "*History and Certain Corporate Matters*" on page 218.

For details in connection with the regulatory and legal framework within which our Company and our Subsidiary operate, see section "*Key Regulations and Policies*" on page 207. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "*Risk Factors – We operate in a highly regulated industry, and compliance with applicable safety, health, environmental and other governmental regulations. Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, and any violations of existing regulations may adversely affect our business, financial condition, results of operations and cash flows.*" on page 53.

A. APPROVALS OBTAINED BY OUR COMPANY

I. Material approvals obtained in relation to the Offer

(1) For details regarding the approvals and authorizations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 451.

(2) The Board of Directors has, pursuant to a resolution passed at its meeting held on June 17, 2025, authorized the Offer, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.

(3) The shareholders of the Company have, pursuant to a special resolution passed in the Extra-ordinary General Meeting held on September 10, 2024, authorized the Offer under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

(4) The Company has obtained the in-principle listing approval from BSE and NSE dated December 02, 2024 .

II. Incorporation details of our Company

(1) Certificate of incorporation dated February 10, 2006 issued by the Registrar of Companies, Madhya Pradesh to our Company.

(2) Subsequently, our Company obtained the approval of the shareholders vide special resolution passed on April 25, 2018 and converted itself into a Public Company as per the provisions of Companies Act, 2013. Consequent upon which the word "Private" was deleted from the name of our Company and the name of our Company was changed to "Highway Infrastructure Limited" and our Company had obtained the fresh Certificate of Incorporation from the Registrar of Companies, Madhya Pradesh at Gwalior on May 4, 2018.

(3) The CIN of our Company is U45203MP2006PLC018398.

III. Tax related approvals obtained by our Company

S No.	Name of the Approval/ Registration/ License	Registration/ License No.	Issuing Authority	Date of Approval/ Registration	Validity
1.	Permanent Account Number	AABCH6631A	Income Tax Department	February 10, 2006	Valid until cancelled

2.	Tax Deduction Account Number	BPLH00876B	Income Tax Department	February 25, 2006	Valid until cancelled
3.	Registration Certificate of Goods & Service Tax, Indore, Madhya Pradesh	23AABCH6631A1Z9	Government of India	June 14, 2018 (Commencement Validity Date: November 07, 2017)	Valid until cancelled
4.	Registration Certificate of Goods & Service Tax, Kachchh Gujarat	24AABCH6631A1Z7	Government of India	March 02, 2021	Valid until cancelled
5.	Registration Certificate of Goods & Service Tax, Meerut, Uttar Pradesh	09AABCH6631A2ZY	Government of India	September 27, 2023	Valid until cancelled
6.	Registration Certificate of Goods & Service Tax, Kapurthala, Punjab	03AABCH6631A1ZB	Government of India	August 28, 2023	Valid until cancelled
7.	Registration Certificate of Goods & Service Tax, Raisen, Madhya Pradesh	23AABCH6631A2Z8	Government of India	August 29, 2023	Valid until cancelled
8.	Registration Certificate of Goods & Service Tax, Jalaun, Uttar Pradesh	09AABCH6631A1ZZ	Government of India	September 13, 2023	Valid until cancelled
9.	Registration Certificate of Goods & Service Tax, Mahendragarh, Haryana	06AABCH6631A1Z5	Government of India	September 12. 2024	Valid until cancelled
10.	Registration Certificate of Goods & Service Tax, Indore, Madhya Pradesh (Input Service Distributor)	23AABCH6631A3Z7T	Government of India	April 1, 2025	Valid until cancelled
11.	Professional Tax Registration Certificate for persons/employees under the Madhya Pradesh Professionals Tax Act, 1995	78041300776	ProfessionalTax Assessment Authority, Indore	September 30, 2009	Valid until cancelled
12.	Professional Tax Registration Certificate for Employers under the Madhya Pradesh Professionals Tax Act, 1995	79221301291	ProfessionalTax Assessment Authority, Indore	September 30, 2009	Valid until cancelled

IV. Business related approvals obtained by our Company

S No.	Name of the Approval/ Registration/ License	Registration/ License No.	Issuing Authority	Date of Approval/ Registration	Validity
1.	Registration Certificate under Madhya Pradesh Shops and Establishments Act, 1958, and any rules made thereunder.	C/140785	Inspector, Shops & Establishments, Indore Division, Indore	June 24, 2020	Valid until cancelled

2.	Registration under the Employees Provident Funds and Miscellaneous Provisions Act, 1952, and any schemes made thereunder.	MPIND0019507000	Assistant Provident Fund Commissioner, Indore, M.P.	(i) Date of Issue - October 25, 2007; Effective From – October 01, 2007	Valid until cancelled
3.	Registration under Employees' State Insurance Act, 1948.	18000215250001009	Assistant /Deputy Director, Employees' State Insurance Corporation	December 15, 2014	Valid until cancelled
4.	Public Works Department Registration Certificate	PWD180028641	Office of Chief Engineer, Public Works Department, Bhopal	September 19, 2018	September 18, 2028
5.	Trade License under Municipal Corporation Act, 1956, and bye laws made thereunder.	8000441419	Municipal Corporation, Indore	May 01, 2025	March 31, 2026
6.	Certificate of Registration for Colonizers	Reg no. 153/2022	Office of the Collector, District Indore (Panchayat Area)	December 7, 2022	December 6, 2027
7.	Certificate of Registration for Colonizers	No. 878/KA.Cell./2020	Office of Municipal Corporation, Indore (border area)	July 20, 2020	July 31, 2025*
8.	Contractor Registration Certificate under Contract Labour (R&A) Act, 1970 & MP Rules, 1973 made thereunder	DHAR230309CC000126	Government of Madhya Pradesh Labour Department	January 01, 2025	December 31, 2025
9.	Contractor Registration Certificate under Contract Labour (R&A) Act, 1970 & MP Rules, 1973 made thereunder	KHAN240906CC000053	Government of Madhya Pradesh Labour Department	January 17, 2025	December 31, 2025
10.	Contractor Registration Certificate under Contract Labour (R&A) Act, 1970 & MP Rules, 1973 made thereunder	INDO240906CC000052	Government of Madhya Pradesh Labour Department	January 17, 2025	December 31, 2025

11.	Contractor Registration Certificate under Contract Labour (R&A) Act, 1970 & MP Rules, 1973 made thereunder	INDO240906CC000051	Government of Madhya Pradesh Labour Department	January 17, 2025	December 31, 2025
12.	Contractor Registration Certificate under Contract Labour (R&A) Act, 1970 & MP Rules, 1973 made thereunder	INDO240110CC000746	Government of Madhya Pradesh Labour Department	January 17, 2025	December 31, 2025
13.	Contractor Registration Certificate under Contract Labour (R&A) Act, 1970 & MP Rules, 1973 made thereunder.	CLRA/ALCJHANSHI/2024/171395/L-124	Government of Madhya Pradesh Labour Department	September 13, 2024	September 12, 2025
14.	Contractor Registration Certificate under Contract Labour (R&A) Act, 1970 & MP Rules, 1973 made thereunder.	CLRA/ALCNAGPUR/2025/171396/L-4	Government of Madhya Pradesh Labour Department	January 09, 2025	January 08, 2026
15.	Contractor Registration Certificate under Contract Labour (R&A) Act, 1970 & MP Rules, 1973 made thereunder.	CLRA/RLCBHOPAL/2024/171397/L-339	Government of Madhya Pradesh Labour Department	September 18, 2024	September17, 2025
16.	Contractor Registration Certificate under Contract Labour (R&A) Act, 1970 & MP Rules, 1973 made thereunder.	CLRA/ALCKARNAL/2025/176879/L-20	Government of Madhya Pradesh Labour Department	January 13, 2025	January 12, 2026
17.	Certificate of Legal Entity Identifier for Highway Infrastructure Limited.	33580017VFCV3I22XL44	Legal Entity Identifier India Limited	March 26, 2025	April 24, 2026

**The Company has applied for an early renewal of the license. For details of the same, please see "Government and Other Approvals- Pending Approvals" on page 447*

V. Approvals obtained by our Company for Ongoing Projects

As on date of this Red Herring Prospectus the following projects have been initiated and the Company is in process of procuring all necessary approvals before commencing their development. The Company has already procured the following approvals for these projects:

1. Beverly Plaza

S No.	Name of the Approval/ Registration/ License	Registration / License / Letter Number	Issuing Authority	Date of Approval/ Registration	Validity
1.	Land diversion Order	Case number 20/3-2/2022-23	Court Sub-Divisional Officer SDO Bhicholi Hapsi District Indore	May 11, 2022	Valid until cancelled
2.	Approval for Building Plan	No. / 2674/SP-1-12/22/Nagrani/2023	Office of Joint Director, Town and Country Investment, District Office, Indore (M.P.)	July 19, 2023	July 18, 2026
3.	Permission for development	Permit No. 0/ 654/2024.	Office of the Collector, District Indore (M.P.)	December 24, 2024	December 23, 2027
4.	Approval of building permit and map	02/Bh.Ni./2025 03/Bh.Ni./2025 04/Bh.Ni./2025 05/Bh.Ni./2025	Office of Village Panchayat, Tillor Khurd District Indore Tehsil Indore V. Indore (M.P.)	May 17, 2025	May 17, 2026

2. Highway Greens

S No.	Name of the Approval/ Registration/ License	Registration / License / Letter Number	Issuing Authority	Date of Approval/ Registration	Validity
1.	Permission for development	INDLP24072454200	Office of Joint Director, Town and Country Investment, District Office, Indore (M.P.)	August 13, 2024	August 12, 2027

3. New York City

S No.	Name of the Approval/ Registration/ License	Registration / License / Letter Number	Issuing Authority	Date of Approval/ Registration	Validity
1.	Approval of Building plan	PMT/IND/0152/5628/2024	Municipal Corporation, Indore	December 29, 2024	December 28, 2027

VI. OTHER BUSINESS-RELATED APPROVALS

S No.	Name of the Approval/ Registration/ License	Registration/License No.	Issuing Authority	Date of Approval/ Registration	Validity
1.	ISO Certificate (Quality Management System) for Beverly Plaza	0317Q147823	ISO 9001: 2015	March 17, 2023	March 16, 2026

VII. CERTIFICATES

S No.	Name of the Approval/ Registration/ License	Registration/License No.	Issuing Authority	Date of Approval/ Registration	Validity
1.	Membership Certificate from Builders' Association of India	MP/IND/H/5/PAT	President, Builders' Association of India	December 12, 2013	Valid until cancelled
2.	Certificate of Membership	CIO-91	Secretary, CREDAI (Confederation of Real Estate Developers' Associations of India), Indore	September 16, 2024	Valid until cancelled

VIII. Approvals obtained in relation to Intellectual property rights:

Our Director has applied for the following trademark which is currently used by the Company pursuant to Trademark Assignment Agreement, dated August 26, 2024, from the Director.

S.No.	Trademark Type	Logo	Registration/ Application No.	Class	Registration/ Application Date	Status/ Validity
1.	Device Mark	HIGHWAY INFRASTRUCTURE®	2588390	37	August 30, 2023	Registered August 30, 2033

Our Company has applied for a search and certificate under the Trademarks Act, 1999 to apply for Copyright under Section 45 of the Copyrights Act, 1957 for the device mark HIGHWAY INFRASTRUCTURE® on April 05, 2025.

Our Company has the following trademarks which are applied for registration:

S.No.	Trademark Type	Trademark	Application No.	Class	Application Date	Status
1.	Device	BEVERLY HILLS	7043182	36	May 31, 2025	Formalities Chk Pass
2.	Word		7043183	36	June 03, 2025	Formalities

		HIGHWAY BEVERLY HILLS				Chk Pass
3.	Device		6974856	36	April 24, 2025	Formalities Chk Pass
4.	Word	HIGHWAY INFRASTRUCTURE	6974857	36	April 24, 2025	Formalities Chk Pass
5.	Word	HIGHWAY INFRASTRUCTURE	6974858	37	April 24, 2025	Formalities Chk Pass
6.	Device		6972657	43	April 23, 2025	Formalities Chk Pass
7.	Word	HIGHWAY INFRASTRUCTURE	6972658	43	April 23, 2025	Formalities Chk Pass
8.	Word	HIL	6953236	36	April 12, 2025	Formalities Chk Pass
9.	Word	HIL	6953238	37	April 12, 2025	Formalities Chk Pass
10.	Word	HIL	6953237	43	April 12, 2025	Formalities Chk Pass

IX. The Details of Domain Name registered on the name of the Company

S.No.	Domain Name and ID	Sponsoring Registrar	IANA ID	Registration/ Application Date	Validity
1.	**Domain Name:** www.highwayinfrastructure.in **Domain ID:** infrastructurehighway@gmail.com	GoDaddy	146	August 27, 2018	August 27, 2027

X. Pending Approvals

a. Our Company has applied for an approval under RERA dated February 15, 2025 for our 'Newwyork City Phase – 4' project bearing reference Id- 367295978702.

b. Our Company has applied for a renewal of their Certificate of Registration for Colonizer, Municipal Corporation, Indore (border area) dated June 27, 2025 vide application no: MPCLR/20256/548201.

OUR GROUP COMPANIES

Under the SEBI ICDR Regulations, the definition of 'group companies' includes: (a) such companies (other than the promoters and Subsidiary) with which there were related party transactions, during the period for which financial information is disclosed, as covered under applicable accounting standards, and (b) such other companies as are considered material by our Board. Pursuant to a Board resolution dated June 23, 2025, our Board formulated a policy with respect to companies which it considered material to be identified as group companies if our Company has entered into one or more transactions with such company during the latest Fiscal, which in value exceeds 10% of the total revenue of our Company for that fiscal as per the last audited financial statement on consolidated basis.

Accordingly, for (a) above, all companies with which our Company has entered into related party transactions during the period covered in the Restated Consolidated Financial Information; as covered under the applicable accounting standards, are considered as Group Companies in term of the SEBI ICDR Regulations. For (b) above, our Board does not consider any company as a group company.

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information/ details of the Group Companies provided on the websites do not constitute a part of this Red Herring Prospectus. Neither our Company, nor the BRLM or any of the Company's or the BRLM's respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the websites indicated below. Anyone placing reliance on any other source of information, would be doing so at their own risk.

Set forth below, based on the aforementioned criteria, are details of our Group Companies as on the date of this Red Herring Prospectus.

1. Sacham Highway Real Estates Private Limited;
2. Indore Highway Real Estates Private Limited;
3. Ankit Tandon Enterprises & Tollways Private Limited;
4. Gangotri Developers Private Limited;

Details of our Group Companies

1. Sacham Highway Real Estates Private Limited;

Registered office

The registered office of Sacham Highway Real Estates Private Limited is at 57-FA, Scheme no. 94, Pipliyahana Square, Ring Road, Indore, Madhya Pradesh, India, 452016.

Financial Performance

Sacham Highway Real Estates Private Limited does not have a website. Information with respect to (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, based on the audited financial statements for the preceding three years (for which audit has been done as on date of this Red Herring Prospectus) shall be hosted on the website of our Company at www.highwayinfrastructure.in/financial-reports.

2. Indore Highway Real Estates Private Limited

***Registered* office**

The registered office of Indore Highway Real Estates Private Limited is at 57/FA, Scheme No. 94, Indore-452001 Madhya Pradesh, India.

Financial Performance

Indore Highway Real Estates Private Limited does not have a website. Information with respect to (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, based on the audited financial statements for the preceding three years (for which audit has been done as on date of this Red Herring Prospectus) shall be hosted on the website of our Company at www.highwayinfrastructure.in/financial-reports.

3. Ankit Tandon Enterprises & Tollways Private Limited

Registered office

The registered office of Ankit Tandon Enterprises & Tollways Private Limited is at Office No. 404, Krishna Tower, Scheme No. 140, Indore-452016 Madhya Pradesh, India.

Financial Performance

Ankit Tandon Enterprises & Tollways Private Limited does not have a website. Information with respect to (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, based on the audited financial statements for the preceding three years (for which audit has been done as on date of this Red Herring Prospectus) shall be hosted on the website of our Company at www.highwayinfrastructure.in/financial-reports.

4. Gangotri Developers Private Limited

Registered office

The registered office of Gangotri Developers Private Limited is at 73-74, Goyal Nagar, Indore-452001 Madhya Pradesh, India.

Financial Performance

Gangotri Developers Private Limited does not have a website. Information with respect to (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, based on the audited financial statements for the preceding three years (for which audit has been done as on date of this Red Herring Prospectus) shall be hosted on the website of our Company at www.highwayinfrastructure.in/financial-reports.

Litigation which has a material impact on our Company

None of our Group Companies are currently party to any pending litigations which would have a material impact on our Company.

Nature and extent of interest of our Group Companies

None of our Group Companies have any interest:

a. in the promotion of our Company.

b. in the properties acquired by our Company in the preceding three years before filing this Red Herring Prospectus or proposed to be acquired by our Company

c. in the properties acquired in the three years preceding the filing of this Red Herring Prospectus or proposed to be acquired by our Subsidiary

Except as disclosed under the section titled "*Restated Consolidated Financial Information – Note 46 – Related Party Disclosures*" on page 352, below are the details of any interest by our Group Companies in any transactions for the acquisition of land, construction of building or supply of machinery as on date of this Red Herring Prospectus:

Name of the Group Company	Details of the Interest
Sacham Highway Real Estates Private Limited	Vide work order dated January 06, 2020 our Company was engaged for development of residential colony at village Hingonia, Indore-452001 Madhya Pradesh, India
	Vide work order dated January 01, 2022 our Company was engaged for construction of a boundary wall and retaining wall work of the

	residential colony- 'Beverly Hills' situated at Khasra, Tillore Khurd Village, Indore-452001 Madhya Pradesh, India
	Vide work order dated January 11, 2022 our Company was engaged for construction of houses at Beverly Hills situated at Khasra, Tillore Khurd Village, Indore-452001 Madhya Pradesh, India
	Vide work order dated March 01, 2025, our Company was engaged for purposes of development of a colony in the land situated at Gram Hingonia Tehsil and District Indore, Khasra No. 291/1/1/2 & others

Common Pursuits

Name of Group Company	Reason	Conflict of Interest
Sacham Highway Real Estates Private Limited	As per the objects of the respective group companies, they are into EPC Infra and Real Estate business which is similar to the business of our Company	As on date of this RHP, no instance of conflict has arisen between the Group Company and our Company. However, in case the group company intends to bid for the same tender/ projects as the Company there may be a possible conflict of interest
Indore Highway Real Estates Private Limited		
Gangotri Developers Private Limited		
Ankit Tandon Enterprises &Tollways Private Limited		

Related Business Transactions within the group and significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Restated Consolidated Financial Information – Note 46 – Related Party Disclosures*", "*Related Party Transactions*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations* " on pages 352, 392 and 395, respectively,, there are no other business transactions between our Company and Group Companies which are significant to the financial performance of our Company.

Business interests or other interests

Except in the ordinary course of business and as disclosed in "*Related Party Transactions*" on page 392, our Group Companies do not have any business interest in our Company.

Other Confirmations

None of our Group Companies have their securities listed on a stock exchange. Further, our Group Companies have not made any public or rights issue of securities in the three years preceding the date of this Red Herring Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated June 17, 2025 and by our Shareholders pursuant to a special resolution passed at their Extra-Ordinary General Meeting dated September 10, 2024 and the Draft Red Herring Prospectus has been approved by our Board by way its resolution dated September 24, 2024. The IPO Committee of our Company has approved the Draft Red Herring Prospectus in its meeting held on September 24, 2024 and this Red Herring Prospectus in its meeting held on July 24, 2025. Further, our Board has taken on record the consent of the Promoter Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on June 17, 2025. This Red Herring Prospectus has been approved by our Board in its meeting dated July 24, 2025

Approval from the Promoter Selling Shareholders

The Promoter Selling Shareholders, severally not jointly, have confirmed and authorized the transfer of the Offered Shares pursuant to their respective consent letter dated June 17, 2025 for the Offer for Sale of 4,640,000 Equity Shares of face value ₹ 5/- each. For further details, see "*The Offer*" on page 73.

The Promoter Selling Shareholders, confirms that the Equity Shares offered by them as part of the Offer for Sale have been held in compliance with Regulation 8 of the SEBI ICDR Regulations, and it has held its respective portion of the Offered Shares for a period of at least one year prior to the date of filing of this Red Herring Prospectus.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for the listing of the Equity Shares pursuant to letters dated December 02, 2024 respectively.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, our Promoters, members of the Promoter Group, Directors, the Promoter Selling Shareholders and the persons in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator in any other jurisdiction or governmental authority in India or any other authority/court.

Compliance with the Companies (Significant Beneficial Owners Rules, 2018 ("SBO Rules")

Our Company, Promoters, members of the Promoter Group and the Promoter Selling Shareholders, severally and not jointly confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to them, as on thedate of this Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are, in any manner, associated with the securities market and none of the companies with which our Promoter and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities. Further, there is no outstanding action initiated by SEBI against any of the Directors of our Company in the past five years preceding the date of this RHP.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 6(1) of the SEBI ICDR Regulations, as set out under the eligibility criteria and as derived from the Restated Consolidated Financial Information and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹ 30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

- Our Company has an average operating profit of at least ₹ 150.00 million, calculated on a restated and consolidated basis, during each of the preceding three years (of 12 months each), with operating profit earned in each of these preceding three years;

 Our Company has a net worth of at least ₹ 10.00 million in each of the preceding three full years (of 12 months each), calculated on a restated basis; and

Our Company has not changed its name at any time, during the one year immediately preceding year from the date of filing of this Red Herring Prospectus.

Our Company's pre-tax operating profit, restated net worth and restated net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets are derived from the Restated Consolidated Financial Information included in this Red Herring Prospectus as at, and for the last three Fiscals are set forth below:

(Amount in ₹ Million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Restated Net tangible assets[(1)]	2,311.08	2,020.64	1,563.88
Restated Monetary assets[(2)]	148.70	232.83	88.80
Monetary assets as a percentage of net tangibleassets (%), as restated	6.43	11.52	5.68
Operating Profit, as restated [(3)]	289.27	358.31	251.78
Average Operating Profit	299.79		
Net worth[(4)] as restated	1,177.22	1,001.85	748.11

Notes

[(1)] *'Net tangible assets' means the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets and liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.*

[(2)] *'Monetary assets' is the aggregate of cash on hand and balance with banks (including other bank balances and interest accrued thereon, but excludes fixed deposits pledged against borrowings/non fund based facility having maturity more than 12 months).*

[(3)] *"Operating Profit" has been calculated as restated profit before tax add finance cost and less other income.*

[(4)] *Net worth has been defined under Regulation 2(1)(hh)of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, the Promoters, members of the Promoter Group, the Promoter Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or our Directors or Promoter Selling Shareholders are associated as promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Promoters, Directors or Promoter Selling Shareholders have been identified as a wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI (as defined in the SEBI ICDR Regulations);

(iv) None of our individual Promoters, to the extent applicable, and Directors have been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(v) Further, none of our Company, Promoter, Promoter Selling Shareholders or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Frauds Classification andReporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI.

(vi) There are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Red Herring Prospectus;

(vii) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Red Herring Prospectus.

(viii) Our Company, along with the registrar to our Company, has entered into tripartite agreements dated July 24, 2018 and June 7, 2018 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(ix) The Equity Shares of our Company held by our Promoters are in dematerialised form;

(x) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares existing as on the date of filing ofthis Red Herring Prospectus; and

(xi) Our Company shall not make an Allotment if the number of prospective allottees is less than 1,000 in accordance withRegulation 49(1) of the SEBI ICDR Regulations.

(xii) Further, our Company confirms that it is in compliance with the conditions specified in Regulation 7(1). of the SEBI ICDR Regulations, to the extent applicable and has made firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Offer and existing identifiable accruals, and will further ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BRLM, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDERS DISCHARGES THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 24, 2024 IN ACCORDANCE WITH SEBI (MERCHANT BANKERS) REGULATIONS, 1992, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP,AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THIS DRAFT REDHERRING PROSPECTUS.

All applicable legal requirements pertaining to this Offer will be complied with at the time of filing of this Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors and the BRLM

Our Company, our Directors and the BRLM accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at www.highwayinfrastructure.in. or any affiliate of our Company would be doing so at his or her own risk.

Neither the delivery of this Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement to be entered into between the Underwriters, and our Company.

All information shall be made available by our Company, and the BRLM to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer from the Promoter Selling Shareholders

The Promoter Selling Shareholders accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.highwayinfrastructure.in, The Promoter Selling Shareholders, accept no responsibility for any statements made in this Red Herring Prospectus, other than those specifically made or confirmed by it in relation to its portion of the Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to the Selling Shareholders that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Promoter Selling Shareholders accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer from the Book Running Lead Manager

The BRLM and their associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Promoters, members of the Promoter Group, the Promoter Selling Shareholders and their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, our Promoters, the Promoter Selling Shareholders, their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitution to hold and invest in equity shares, domestic Mutual Funds multilateral and bilateral development financial institutions, public financial institutions as specified under Section 2 (72) of the Companies Act, 2013, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Indore, Madhya Pradesh, India only. This Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus for the Offer, if the recipient is outside India.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Certain persons outside India are restricted from participating in the Offer. For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 494.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933 ("U.S. Securities Act) or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, such Equity Shares are only being offered and sold (i) outside of the United States in 'offshore transactions', as defined in, and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) in the United States to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A ("Rule 144A") under the U.S. Securities Act), pursuant to Section 4(a) of the U.S. Securities Act.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Disclaimer Clause of BSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE is set forth as follows:

"BSE Limited ("the Exchange") has given vide its letter dated December 02, 2024, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:-

a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
b. warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
c. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of the NSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company is set forth as follows:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/4628 dated December 2, 2024, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed

on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares issued through this Red Herring Prospectus and the Prospectus are proposed to be listed on the Stock Exchanges. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. BSE Limited will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus, in accordance with applicable law and the Promoter Selling Shareholders will be liable to reimburse our Company for any such repayment of monies, on its behalf, with respect to Selling Shareholders Offered Shares. If such money is not repaid within the prescribed time, then our Company, the Promoter Selling Shareholders and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of the Promoter Selling Shareholders with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholders. For the avoidance of doubt, subject to applicable law, the Promoter Selling Shareholders shall not be responsible to pay interest for any delay, except to the extent that such delay has been caused by any act or omission solely attributable to the Promoter Selling Shareholders.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed. Each Promoter Selling Shareholder, severally and not jointly, confirms that they shall extend complete support co-operation (to the extent of its portion of the Offered Shares) required by our Company and the BRLM as per the applicable law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed. If our Company does not Allot the Equity Shares within three Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI,all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under the law.

Consents

Consents in writing of the each of the Promoter Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, Banker(s) to our Company, Statutory Auditors, Independent Chartered Accountant, Legal Counsel to the Offer, the BRLM, the Registrar to the Offer, CareEdge Research, lenders of our Company (wherever applicable), in their respective capacities, have been obtained and such consents have not been withdrawn up to the time of delivery of this Red Herring Prospectus; and consents in writing of the Syndicate Members, the Banker(s) to the Offer/ Escrow Collection Bank(s)/ Refund Bank(s), Sponsor Bank and Monitoring Agency, to act in their respective capacities, will be obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under theCompanies Act and such consents shall not be withdrawn up to the time of delivery of this Red Herring Prospectus with the RoC.

Expert to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated July 23, 2025 from Anil Kamal Garg & Co, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) Restated Consolidated Financial Information and their examination report dated June 19, 2025 relating to the Restated Consolidated Financial Information; and (ii) their statement of special tax benefits dated July 23, 2025 included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus. The term "expert" and consent thereof doesnot represent an expert or consent within the meaning under the U.S. Securities Act.

Our Company has received written consent dated July 15, 2025 from the Independent Chartered Accountant, namely, R K Jagetiya & Co., Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section

2(38) of the Companies Act, 2013 to the extent and in their capacity as our Independent Chartered Accountant and certificates provided.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not undertaken any public or rights issue during the last five years preceding the date of this RedHerring Prospectus.

Particulars regarding capital issues by our Company and listed group companies, subsidiary, or associate entity during the last three years

Other than as disclosed in "*Capital Structure*" on page 90, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus.

Further, as on the date of this Red Herring Prospectus, our Company does not have any listed Group Companies, Subsidiary or Associates.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

No sum has been paid or has been payable as commission or brokerage by our Company for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares for last five years preceding the date of this Red Herring Prospectus:

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken any public issue or rights issue in the five years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of the listed subsidiaries/listed Promoter of our Company

As on the date of this Red Herring Prospectus our Company does not have a corporate promoter. Further, our Subsidiary is not listed on any stock exchange.

Price information of past issues handled by the BRLM

a. The price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Pantomath Capital Advisors Private Limited is as follows:

Sr. No	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Urban Enviro Waste Management limited	114.20	100.00	June 22, 2023	141.00	- 27.66% (5.19%)	-5.39% (6.02%)	185.99% (14.10%)
2.	Aeroflex Industries Limited	3510.00	108.00	August 31, 2023	197.40	-22.59% (1.54%)	-19.12% (2.07%)	-25.73% (12.28%)
3.	Vishnu Prakash R Punglia Limited	3086.00	99.00	September 05, 2023	165.00	0.67% (-0.71%)	24.12% (3.54%)	7.58% (14.32%)
4.	Plaza Wires Limited	712.80	54.00	October 12, 2023	76.00	52.89% (-1.36%)	40.33% (8.85%)	24.87% (14.51%)
5.	Transteel Seating Technologies Limited	499.80	70.00	November 06, 2023	88.90	3.82% (7.44%)	2.36% (12.58%)	-25.42% (15.78%)
6.	SAR Televenture	247.50	55.00	November	110.25	78.67%	186.86%	101.48%

	Limited			08, 2023		(7.50%)	(11.97%)	(15.60%)
7.	Kronox Lab Sciences Limited	1,301.52	136.00	June 10, 2024	164.95	-3.61% (5.05%)	4.41% (6.85%)	23.00% (6.00%)
8.	Sanstar Limited	5,101.50	95.00	July 26,2024	109.00	22.88% (-0.05%)	11.34% (-1.61%)	3.94% (- 7.29%)
9.	SAR Televenture Limited- Composite Issue	4,499.93	210.00	July 29,2024	225.05	49.43% (0.73%)	38.30% (-2.64%)	1.56% (-7.02%)
10.	Quality Power Electrical Equipments Limited	8,586.96	425.00	February 24, 2025	430.00	-22.06% (4.95%)	-0.48% (10.20%)	N.A.

Sources: *All shares price data are taken from* *www.bseindia.com* *and* *www.nseindia.com*
Note:

1.The BSE Sensex and CNX Nifty are considered as the Benchmark Index.
2.Prices on BSE/NSE are considered for all of the above calculations.
3.In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.
4.In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.

b. Summary statement of price information of past issues handled by Pantomath Capital Advisors Private Limited during the current Fiscal and the three fiscals preceding the current Fiscal

Fiscal	**Total no. of IPOs**	**Total funds raised (₹ in Cr)**	**No. of IPOs trading at discount on 30th Calendar day from listing date**			**No. of IPOs trading at premium on 30th Calendar day from listing date**			**No. of IPOs trading at discount on 180th Calendar day from listing date**			**No. of IPOs trading at premium on 180th Calendar day from listing date**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2024	6	8,170.45	-	1	1	2	-	2	-	2	-	2	-	2
2025	4	19,489.91	-	-	2	-	1	1	-	-	-	-	-	3
2026	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**Up to July 23, 2025*

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the BRLM, as set forth in the table below:

Name of Book Running Lead Manager	**Website**
Pantomath Capital Advisors Private Limited	www.pantomathgroup.com

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("**March 2021 Circular**"), as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and subject to applicable law, has identified the need to put in place measures, in order to manage and handle investor issues arising out ofthe UPI Mechanism inter-alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemicissues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. As per the March 2021 Circular, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking andunblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank containing statistical details of mandate blocks/unblocks; (iv) performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Banks to the intermediaries forming part of the closed user group vide email; (v) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (vi) mandating SCSBs to ensure that the unblock process for nonallotted/partially allotted applications iscompleted by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022..

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares pursuant to the Offer, or such other period as may be prescribed under applicable law to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders/ unblocking intimation or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLM, in the manner provided below.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the

Designated Intermediaries in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

In terms of SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLM.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

Our Company, the BRLM and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of the Designated Intermediaries including any defaults in complying with its obligations under applicable SEBI ICDR Regulations

Disposal of Investor Grievances by our Company

Our Company shall obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor grievances in the last three years prior to the filing of this Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Red Herring Prospectus. Our Company estimates that the average time required by our Company or the Registrar to the Offeror the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Palak Rathore, as the Company Secretary and Compliance Officer for the Offer and he/she may becontacted in case of any pre-Offer or post-Offer related grievances. For further details, see "*General Information*" on page 81.

Our Company has also constituted a Stakeholders' Relationship Committee, to review and redress shareholder and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For further details, see "*Our Management*" on page 224. The Promoter Selling Shareholders have authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Other confirmations

There are no findings or observations from any of the inspections by SEBI or any other regulatory body in relation to our Company which are material and need to be disclosed, or non-disclosure of which may have a bearing on the investment decisions of Bidders, except as disclosed in this Red Herring Prospectus**.**

There are no conflicts of interest between suppliers of raw materials and third-party service providers crucial for the operations of our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiary, or the Group Companies and its directors.

Except as disclosed below, there are no conflicts of interest between lessors of immovable properties crucial for the operations of our Company, and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiary or the Group Companies and its directors.

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

The investors must ensure that their PAN is linked with their Aadhaar and they are in compliance with CBDT notification and press release dated February 13, 2020 and June 25, 2021, respectively.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

The Company has not sought for any exemptions from complying with any provisions of securities laws from SEBI, as on the date of filing this Red Herring Prospectus.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the MoA, the AoA, the SEBI Listing Regulations, the terms of this Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the Abridged Prospectus, the CAN (for Anchor Investors), Allotment Advice and other terms and conditions as may be incorporated in the confirmation of allocation notes (for Anchor Investors), and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and listing and trading of securities, issued from time to time, by the SEBI, the Government of India, the Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as may be prescribed by such governmental and/or regulatory authority while granting approval for the Offer.

The Offer

The Offer consists of a Fresh Offer by our Company and an Offer for Sale by the Promoter Selling Shareholders.

All charges, fees and expenses associated with and incurred in connection with the Offer will be shared on pro-rata basis between the Company and the Promoter Selling Shareholders except listing fees which will be borne by the Company. The Promoter Selling Shareholders shall bear its portion of the expenses in proportion to the number of Equity Shares being offered and sold by Promoter Selling Shareholders, in the offer for sale.

All the payments shall be made first by the Company. Upon the successful completion of the Offer, the Promoter Selling Shareholders will reimburse the Company in proportion to its respective portion of the Equity Shares sold in the Offer from the proceeds of the Offer for Sale due and payable to the Promoter Selling Shareholders, for any expenses incurred by our Company on behalf of the Promoter Selling Shareholders.

For further details in relation to Offer expenses, see "*Objects of the Offer*" on page 105.

Ranking of the Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of the right to receive dividend, voting and other corporate benefits. The Allottees, upon Allotment of Equity Shares under the Offer, will be entitled to dividend, voting and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" on pages 252 and 496 respectively.

Mode of Payment of Dividend

Our Company shall pay dividend, if declared, to our Equity Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our Memorandum of Association and the Articles of Association, and other Applicable Laws including any guidelines or directives that may be issued by the Government of India in this respect. Any dividends declared by our Company, after the date of Allotment including pursuant to the transfer of Equity Shares in this Offer will be payable to the Allottees for the entire year, in accordance with applicable law. For further information, please see the section entitled "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" on pages 252 and 496 respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 5/- each and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹ [●] per Equity Share ("**Cap Price**"). The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Manager, and shall be published at least two Working Days prior to the Bid/Offer Opening Date, in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated

Hindi national daily newspaper) and all editions of Nava Bharat (a widely circulated Hindi regional daily newspaper) Hindi being regional language of Madhya Pradesh, where our Registered Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable law, rules, regulations and the provisions of our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, or e-voting in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture, lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 462.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated June 07, 2018 amongst our Company, CDSL and Registrar to the Offer and;
- Tripartite agreement dated July 24, 2028 amongst our Company, NSDL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be only in electronic form in multiples of [●] Equity Share of face value ₹ 5/- each, subject to a minimum Allotment of [●] Equity Shares of face value ₹ 5/- each to QIBs and RIBs. The Allotment to Non-Institutional Bidders shall not be less than the minimum Non-Institutional application size. For the method of basis of allotment, see "*Offer Procedure*" on page 470.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Mumbai will have sole and exclusive jurisdiction in relation to this Offer.

Nomination facility to Bidder

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by the Shareholder by nominating any other person in place of the present nominee, by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC. If our Company, in consultation with the Book Running Lead Manager withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Bid/Offer Programme

BID/OFFER OPENS ON	**Tuesday, August 05, 2025** (1)
BID/OFFER CLOSES ON	**Thursday, August 07, 2025** (2)(3)

(1) Our Company, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

(3) UPI mandate end time and date shall be at 5.00 pm on the Bid/Offer Closing Date.

For the avoidance of doubt, the provisions of the SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), SEBI Master Circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable) and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	Thursday, August 07, 2025 (T)
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Friday, August 08, 2025 (T+1)
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account**	On or about Monday, August 11, 2025 (T+2)
Credit of Equity Shares to demat accounts of Allottees	On or about Monday, August 11, 2025 (T+2)
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Tuesday, August 12, 2025 (T+3)

***In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The BRLM shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/ 2023/00094 dated June 21, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, shall be deemed to be incorporated in the agreements to be entered into by and between our Company and the relevant intermediaries, to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Promoter Selling Shareholders or BRLM.

Any circulars or notifications from the SEBI after the date of this Red Herring Prospectus may result in changes to the timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

While our Company and Promoter Selling Shareholders shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such period as prescribed by the SEBI, the timetable may change due to various factors, such as extension of the Bid/Offer Period, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receiving final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the Applicable Law.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within three days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholders, severally and not jointly, has specifically confirmed that it shall extend such reasonable support and co-operation required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within such time as prescribed by SEBI.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day as per the format prescribed in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the issue procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/ Offer Closing Date*	
Submission of electronic applications (Online ASBA through3-in-1 accounts) - For Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m.IST
Submission of electronic applications (Bank ASBA through Online channels like internet banking, mobile banking and Syndicate UPI ASBA applications where Bid Amount is upto ₹0.50 Million)	Only between 10.00 a.m. and up to 4.00 p.m.IST
Submission of electronic applications (Syndicate non-retail, non-individual applications of QIB and NIB)	Only between 10.00 a.m. and up to 3.00 p.m.IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m.IST
Submission of physical applications (Syndicate non-retail, non-individual applications of QIBs and NIIs where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m.IST
Modification/ revision/cancellation of Bids	
Upward revision of Bids by QIBs and Non-InstitutionalBidders categories#	Only between 10.00 a.m. and up to 4.00 p.m.IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST

**UPI mandate end time and date shall be at 5.00 pm on the Bid/Offer Closing Date.*

 # QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders; and

ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1.00 p.m. IST on the Bid/Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006, and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Our Company in consultation with the Book Running Lead Manager reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar circumstances, our Company may, for reasons to be recorded

in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the BRLM and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Fresh Offer; and (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the Bid/Offer Closing Date in accordance with applicable laws, or (iii) if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or (iv) if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under this Red Herring Prospectus from the Bid/Offer Closing Date, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law in terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within two days from the closure of the Offer refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond two days after our Company becomes liable to pay the amount, our Company and Directors who are officers in default shall pay interest at the rate of fifteen percent per annum. Subject to applicable law, the Promoter Selling Shareholders shall not be responsible to pay interest for any delay, unless such delay is solely and directly attributable to an act or omission of such Promoter Selling Shareholder, in which case such liability shall be on a several and not joint basis.

The requirement of minimum subscription is not applicable to the Offer for Sale.

In case of undersubscription in the Offer, the Equity Shares in the Fresh Offer will be issued prior to the sale of Equity Shares in the Offer for Sale. Under subscription, if any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

In the event of an undersubscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids will be made in the following order (i) in the first instance towards subscription for 90% of the Fresh Offer; (ii) if there remains any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made in the following order: (a) first towards the sale of Offered Shares (in proportion to the Offered Shares being offered by each Selling Shareholder to the aggregate Offered Shares in the Offer for Sale); and (b) once the Equity Shares have been allotted in accordance with (a) above, towards the balance Fresh Offer.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders, and subscription money will be refunded, as applicable. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of odd lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer Equity Share capital of our Company, lock-in of our Promoter' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*", beginning on page 90 and except as provided under the AoA, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the AoA. For details, please refer to section titled "*Description of Equity Shares and Terms of the Articles of Association*", beginning on page 496.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Offer is not subscribed.

Our Company and the Promoter Selling Shareholders, in consultation with the BRLM, reserve the right to not proceed with the Offer, in whole or part thereof, after the Bid/Offer Opening Date but before the Allotment. In the event that our Company, in consultation with the BRLM, decide not to proceed with the Offer, our Company shall issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer. In such event, the BRLM through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, as applicable, in case of RIIs using the UPI Mechanism, to unblock the Bid Amounts in the bank accounts of the ASBA Bidders and the BRLM shall notify the Escrow Collection Bank to release the Bid Amounts of the Anchor Investors and any other investors, as applicable, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

If our Company and Promoter Selling Shareholders, in consultation with the BRLM, withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a fresh offer or offer for sale of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI and the Stock Exchanges.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. Further, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within 2 Working Days of the Bid/ Offer Closing Date or such other time period as prescribed under applicable law.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv)payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date;(viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹0.20 million to ₹0.50 million for all the individual investors applying in public issues.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with a timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars.*

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Red Herring Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI

Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% p.a of the bid amount for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, our Company and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Our Company, the Promoter Selling Shareholders and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits *or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.*

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 30% of the Net Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 30% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 40% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million , and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spillover from any other category or combination of categories, at the discretion of our Company and Promoter Selling Shareholders in consultation with the BRLM and the Designated Stock Exchange subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020, read with press releases dated June 25, 2021, and September 17, 2021 and March 30, 2022, read with press release dated March 28, 2023 and any subsequent press releases in this regard.

Bidders should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for Retail Individual Investors Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted

Equity Shares in physical form.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I:
This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II:
This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III:
This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and has become applicable on a mandatory basis for all issues opening on or after December 1, 2023 vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory T+3 listing basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI Mechanism. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (the "**UPI Streamlining Circular**"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one working day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the BRLM will be required to compensate the concerned investor.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹200,000 to ₹500,000 for UPI based ASBA in initial public offerings.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint Sponsor Banks to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

Further, pursuant to SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

a. a syndicate member;
b. a stock broker recognised with a registered stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
c. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);
d. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity)

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

The Offer will be made under UPI Phase III of the UPI Circular and the same will be advertised in all editions of Business Standard, an English national daily newspaper, (ii) all editions of Business Standard, a Hindi national daily newspaper and (iii) the Madhya Pradesh edition of Nava Bharat, a Hindi newspaper (Hindi being the regional language of Madhya Pradesh, where our Registered Office is located) on or prior to the Bid/ Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites. All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the RIIs using the UPI Mechanism.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered. The Bid cum Application Forms will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

UPI Bidders using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

All ASBA Bidders must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts or the UPI ID (in case of UPI Bidders), as applicable in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

The UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs.

Since the offer is made under Phase III ASBA Bidders may submit the ASBA form in the manner below:

a. RIBs and NIIs (other than the UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

b. UPI Bidders, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

c. QIBs and NIIs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

d. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application is available with the Book Running Lead Manager.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions(1)	Blue
Anchor Investors(2)	White

** Excluding electronic Bid cum Application Forms Notes:*
(1) Electronic Bid cum Application forms will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).
(2) Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLM.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold only outside the United States in offshore transactions as defined in and in reliance on Regulation S.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI bidders using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹0.50 million and NII & QIB bids above ₹0.20 million through SCSBs only. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and resubmission within the time specified by Stock

Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate a UPI Mandate Request to such UPI bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank and the issuer bank. The Sponsor Bank and the Bankers to the Offer shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NII & QIB bids above ₹200,000, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 p.m on the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders Bidding using through the UPI mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send alerts as specified in SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Electronic registration of Bids

1. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

2. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

3. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further Processing.

Participation by Promoters, Promoter Group, the BRLM, associates and affiliates of the BRLM and the Syndicate Members and the persons related to Promoters, Promoter Group, BRLM and the Syndicate Members

The BRLM and the Syndicate Member shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Member may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Member, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as disclosed below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Offer under the Anchor Investor Portion:

a. mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
b. insurance companies promoted by entities which are associate of the Book Running Lead Manager;
c. AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
d. FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.

Further, the Promoters and members of their respective Promoter Groups, except to the extent of their respective Offered Shares, shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoters and their respective Promoter Groups shall not apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, except for the sale of Equity Shares by the Promoter Selling Shareholders in the Offer, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to our Promoters or the members of the Promoter Group of our Company:

a. rights under a shareholders' agreement or voting agreement entered into with our Promoters or the members of the Promoter Group of our Company;
b. veto rights; or
c. right to appoint any nominee director on the Board.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in Equity Shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs applying on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI bidders through the UPI Mechanism to block their Non-Resident External Accounts (**"NRE Account")**, or Foreign Currency Non- Resident Accounts (**"FCNR Account")**, and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI bidders through the UPI Mechanism) to block their Non-Resident Ordinary (**"NRO"**) accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations.

NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 494.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder/applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (white in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation

21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

a. such offshore derivative instruments are issued only by persons registered as Category I FPIs;
b. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
c. such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and
d. such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi-investment manager structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the SEBI (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

The holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. Further, FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. However, large value funds for accredited investors of Category I AIFs and Category II AIFs may invest up to 50% of the investible funds in an investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules, amended from time to time.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Our Company, the Promoter Selling Shareholders or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, the Company reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250.00 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLM, may deem fit.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason therefor.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Manager.

Except for Mutual Funds, AIFs or FPIs (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the Book Running Lead Manager or insurance companies promoted by entities which are associates of the Book Running Lead Manager, no Book Running Lead Manager or its respective associates can apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other, or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other, or (iii) there is a common director, excluding nominee director, among the Anchor Investors and the Book Running Lead Manager.

The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100.00 million. A Bid cannot be submitted for over 60% of the QIB Category. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100.00 million.

One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and will be completed on the same day.

Our Company, in consultation with the BRLM may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100.00 million;
- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100.00 million but up to ₹2,500.00 million, subject to a minimum Allotment of ₹50.00 million per Anchor Investor; and
- in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 10 Anchor Investors for every additional ₹2,500.00 million, subject to minimum Allotment of ₹50.00 million per Anchor Investor.

Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLM before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked in for a period of 30 days from the date of Allotment.

Bids made by QIBs under both the Anchor Investor Portion and the QIB Category will not be considered multiple Bids.

The above information is given for the benefit of the Bidders. Our Company, Promoter Selling Shareholders and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in this Red Herring Prospectus, or as will be specified in this Red Herring Prospectus and the Prospectus. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Business Standard, an English national daily newspaper, all editions of Business Standard, a Hindi national daily newspaper, and the Madhya Pradesh edition of Nava Bharat, a Hindi daily newspaper (Hindi being the regional language of Madhya Pradesh, where our Registered is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Book Running Lead Manager and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in: all editions of Business Standard, an English national daily newspaper; all editions of Business Standard, a Hindi national daily newspaper; the Madhya Pradesh edition of Nava Bharat, a Hindi national daily newspaper (Hindi also being the regional language of Indore, where our Registered is located), each with wide circulation.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise or withdraw their Bid(s) until the Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI bidders using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his/her own bank account which is linked to such UPI ID;

4. UPI bidders using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI bidders using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

9. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;

10. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

12. Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

13. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

14. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed

and obtain a revised acknowledgment;

15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

16. Ensure that the Demographic Details are updated, true and correct in all respects;

17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

20. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

21. UPI bidders using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner; Bidders (except UPI Bidders Bidding using the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA Account under the ASBA process.

22. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

23. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilize the MIM structure and such bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

24. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in ;

25. Ensure that you have correctly signed the authorization /undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

26. UPI Bidders using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;

27. UPI bidders using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

28. UPI bidders using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner;

29. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices, which are recategorised as category II FPI and registered with SEBI, for a Bid Amount of less than ₹ 0.20 million would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 0.20 million would be considered under the Non-Institutional Category for allocation in the Offer; and

30. The ASBA Bidders shall ensure that bids above ₹ 0.50 million, are uploaded only by the SCSBs;

31. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM.

32. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹ 0.20million (for Bids by Retail Individual Bidders) and ₹ 0.50 million for Bids by UPI Bidders;

3. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not submit the Bid for an amount more than funds available in your ASBA account.

7. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers. If you are UPI Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;

10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

11. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer/Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Red Herring Prospectus;

14. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;

15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date;

16. Do not Bid for a Bid Amount exceeding ₹ 0.20 million (for Bids by Retail Individual Investors);

17. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million.

18. Do not submit the General Index Register (GIR) number instead of the PAN;
19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
20. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI bidder using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise or withdraw their Bids until the Bid/Offer Closing Date;
22. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by Retail Individual Investors using the UPI Mechanism;
24. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
25. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
26. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI bidder using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;
27. Do not submit a Bid using UPI ID, if you are not a UPI bidder;
28. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI bidder using the UPI Mechanism);
29. If you are a UPI bidder and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
30. Do not Bid if you are an OCB; and
31. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
7. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Bids submitted without the signature of the First Bidder or sole Bidder;
9. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Investors uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as informed to the Stock Exchanges.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please see "General Information" on page 81.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

In case of any pre-Offer or post Offer related issues regarding demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information*" on page 81.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Net Offer to public may be made for the purpose of making allotment in minimum lots. The allotment of Equity Shares to applicants other than to the Retail Individual Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in the SEBI ICDR Regulations.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 30% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non- Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account

Our Company, in consultation with the BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "Highway Infrastructure Limited Anchor Resident Account "
(ii) In case of non-resident Anchor Investors: "Highway Infrastructure Limited-Anchor Non Resident Account "

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated July 24, 2018 among NSDL, our Company and the Registrar to the Offer.
- Tripartite Agreement dated June 07, 2018 among CDSL, our Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

a. that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

b. that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

c. that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid/Offer Closing Date or such other time as may be prescribed;

d. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

e. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

f. that the promoters' contribution in full, wherever required, shall be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations;

g. that no further issue of securities shall be made till the securities offered through the offer document are listed or till the application monies are unblocked on account of non-listing, under subscription, etc., other than as disclosed in accordance with regulation 56;

h. that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

i. that if our Company, in consultation with the BRLM, withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Offer thereafter;

j. that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

k. that, except as disclosed in "*Capital Structure*" on page 90 , no further issue of Equity Shares shall be made until the Equity Shares issued or offered through this Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under- subscription etc.

Undertakings by the Promoter Selling Shareholders

The Promoter Selling Shareholders undertakes the following:

a. they are the legal and beneficial owner of, and has clear and marketable title to, the Equity Shares which are offered by them pursuant to the Offer for Sale;

b. the Offered Shares have been held by them for a period of at least one year prior to the date of filing of this Red Herring Prospectus with SEBI;

c. the Equity Shares offered for sale by the Promoter Selling Shareholders in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

d. they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

e. the Equity Shares being offered for sale by the Promoter Selling Shareholders pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;

f. that they shall provide all reasonable co-operation as requested by our Company to the extent of the Offered Shares of each of the Promoter Selling Shareholder in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and completion of the necessary formalities for listing and commencement of trading of its portion of the Offered Shares on the Stock Exchanges and refund orders to the extent of their portion of the Offered Shares;

g. they shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

h. that they shall provide such reasonable assistance to our Company and the BRLM in redressal of such investor grievances that pertain to the Equity Shares held by them and being offered pursuant to the Offer;

i. they shall provide such reasonable support and cooperation to our Company and the BRLM in relation to the Equity Shares offered by them in the Offer for Sale for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges; and

j. they shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The statements and undertakings provided above, in relation to the Promoter Selling Shareholders, are statements which are specifically confirmed or undertaken by the Promoter Selling Shareholders in relation to themselves and the Offered Shares.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

- details of all monies utilized out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 1.00 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5.00 million or with both.

OFFER STRUCTURE

The Offer is up to [●] Equity Shares of face value of ₹ 5/- each, for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million comprising a Fresh Offer of [●] Equity Shares of face value ₹ 5/- each, aggregating up to ₹ 975.20 million by our Company and an Offer for Sale of up to 4,640,000 Equity Shares of face value ₹ 5/- each, aggregating to ₹ [●] million by the Promoter Selling Shareholders.

The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company.

This Offer is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulation.

Particulars	QIBs [(3)]	Non-Institutional Bidders [(4)]	Retail Individual Bidders[(3)]
Number of Equity Shares available for Allotment/allocation [(1)]	Not more than [●] Equity Shares of face value ₹ 5/- each	Not less than [●] Equity Shares of face value ₹ 5/- each available for allocation or Net Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value ₹ 5/- each available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not more than 30% of the Net Offer shall be available for allocation to QIB Bidders. However, upto 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the other QIBs in the remaining Net QIB Portion.	Not less than 30% of the Offer or the Net Offer less Allocation to QIB Bidders and Retail Individual Investors will be available for allocation, subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if an shall be allotted on a proportionate	Not less than 40 % of the Net Offer, or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation.

Particulars	QIBs [3]	Non-Institutional Bidders [4]	Retail Individual Bidders[3]
		basis. For details, see "*Offer Procedure*" on page 470	
Basis of Allotment if respective category is oversubscribed [1]	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares of face value ₹ 5/ each shall be allocated on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares of face value ₹5/ each shall be Allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above. c) Up to 60% of the QIB Portion (of Up to [●] Equity Shares of face value ₹ 5/- each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following:- (a) One-third of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-thirds of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹1.00 million, Provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders For further details, please see "*Offer Procedure*" on page 470. The Allotment to each Non - Institutional Investor shall not be less than the minimum application size, subject to availability in the Non - Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations	Proportionate, subject to minimum bid lot. The allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, please see "*Offer Procedure*" beginning on page 470.
Mode of Bidding [2]	Only Through ASBA process only except for Anchor Investors (excluding the UPI Mechanism)	Only Through ASBA process only (including the UPI Mechanism for an application size of up to ₹0.50 million)	Only Through ASBA process only (including the UPI Mechanism)
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares of face value ₹ 5/- each so that the Bid Amount exceeds ₹ 0.20 million	Such number of Equity Shares and in multiples of [●] Equity Shares of face value ₹ 5/- each so that the Bid Amount exceeds ₹ 0.20 million	Such number of [●] Equity Shares of face value ₹ 5/- each and in multiples of [●] Equity Shares of face value ₹ 5/- each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 5/- each so that the Bid does not exceed the size of the Offer (excluding the Anchor Portion), subject to applicable limits under Applicable Law	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 5/- each so that the Bid does not exceed the size of the Offer, (excluding the QIB Portion), subject to applicable limits under Applicable Law.	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 5/- each so that the Bid Amount does not exceed ₹ 0.20 million.

Particulars	QIBs [3]	Non-Institutional Bidders [4]	Retail Individual Bidders[3]
Allotment Lot	[●] Equity Shares of face value ₹ 5/- each and in multiples of one Equity Share thereafter	[●] Equity Shares of face value ₹ 5/- each and in multiples of one Equity Share thereafter subject to availability in the Non-Institutional Portion	[●] Equity Shares of face value ₹ 5/- each and in multiples of one Equity Share thereafter subject to availability in the Retail Portion
Bid Lot	[●] Equity Shares of face value ₹ 5/- each and in multiples of [●] Equity Shares of face value ₹ 5/- each thereafter		
Mode of Allotment	Compulsorily in dematerialized form		
Trading Lot	One Equity Share		
Who can Apply [4]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual fund registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance companies registered with IRDAI, provident fund (subject to applicable law) with minimum corpus of ₹ 250.00 million, pension fund with minimum corpus of ₹ 250.00 million, in accordance with applicable law and National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies (“**NBFCs”)**	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts, FPIs who are individuals, corporate bodies and family offices which are classified as Category II FPIs and registered with SEBI.	Resident Indian Individuals, Eligible NRIs, HUF (in the name of *Karta*) Bid amount does not exceed ₹ 0.20 million in value.
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. [5] **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism (for RIBs or individual investors Bidding under the Non-Institutional Portion for an amount of more than ₹0.20 million and up to ₹0.50 million) that is specified in the ASBA Form at the time of submission of the ASBA Form.		

(1) Assuming full subscription in the Offer

(2) Pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors and all modes through which the Applications are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.

(3) Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Offer is being made through the Book Building

Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 30% of the Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 30% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders out of which one-third of the Non- Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and not less than 40% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Our Company, in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price, which price shall be determined by our Company in consultation with the BRLM. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" on page 470.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and the Designated Stock Exchange, on a proportionate basis, subject to applicable law. However, undersubscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "Terms of the Offer" on page 462.

(4) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the members of the Syndicate, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares

(5) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the CAN. In case the Offer Price is lower than the Anchor Investor Allocation Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them. For further information on terms of payment applicable to Anchor Investors, see "Offer Procedure – Bids by Anchor Investors" on page 480.

The Bids by FPIs with certain structures as described under the section "*Offer Procedure*" on page 470 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion and the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company (acting through the IPO Committee), in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "*Terms of the Offer*" on page 462.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (FDI) through press notes and press releases.

The DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (Consolidated FDI Policy), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The Consolidated FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

As per the Consolidated FDI Policy, 100% foreign direct investment is permitted in infrastructure sector, under the automatic route, subject to compliance with certain prescribed conditions of the paid-up share capital of such company under the automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, please see section titled ‘Offer Procedure - Bids by Eligible NRIs’ and ‘Offer Procedure - Bids by FPIs’ on pages 476 and 477, respectively.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non- debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors”**), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Nondebt Instruments) (Fourth Amendment) Rules, 2020 which came into effect on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see ‘Offer Procedure’ on page 470.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such issue and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure - Bids by FPIs*" on pages 476 and 477.

The above information is given for the benefit of the Bidders. Our Company, our Promoters, our Directors, the Promoter Selling Shareholders and the BRLM are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for which do not exceed the applicable limits under laws and regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

A COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION#

OF

HIGHWAY INFRASTRUCTURE LIMITED

INTERPRETATION

1. In these Articles unless there be something in the subject matter or context inconsistent therewith:

   i. **"The Act"** means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.
   ii. **"Articles"** means Articles of Association of the Company as originally framed or altered from time to time
   iii. **"Beneficial Owner"** shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.
   iv. **"Board" or "Board of Director"** means the Collective body of the Board of Directors of the Company.
   v. **"Chairman"** means the Chairman of the Board of the Directors of the Company.
   vi. **"Depositories Act, 1996"** shall mean Depositories Act, 1996 and include any Statutory modification or re- enactment thereof for the time being in force.
   vii. **"Depository"** shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.
   viii. **"Directors"** mean the Directors for the time being of the Company.
   ix. **"Dividend"** includes any interim dividend.
   x. **"Document"** means a document as defined in Section 2 (36) of the Companies Act, 2013.
   xi. **''Equity Share Capital''**, with reference to any Company limited by shares, means all share capital which is not preference share capital;
   xii. **"KMP"** means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.
   xiii. **"Managing Director"** means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.
   xiv. **"Month"** means Calendar month.
   xv. **"Office"** means the registered office for the time being of the Company.
   xvi. **"Paid-up share capital"** or "share capital paid-up" means such aggregate amount of money credited as paid- up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called;
   xvii. **"Postal Ballot"** means voting by post or through any electronic mode.
   xviii. **"Proxy"** includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.

#New set of Article of Association of the Company adopted in EGM held on Wednesday, 25th April, 2018.

xix. **“Registrar”** means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.

xx. **“Rules”** means the applicable rules as prescribed under the relevant sections of the Act for time being in force.

xxi. **“SEBI”** means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.

xxii. **“Securities”** means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)

xxiii. **“Share”** means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.

xxiv. **“Seal”** means the common seal of the Company.

xxv. **“The Company”** means **HIGHWAY INFRASTRUCTURE LIMITED**

Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

‘In writing’ and ‘written’ includes printing, lithography and other modes of representing or reproducing words in a visible form.

Share Capital

2. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any)and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.

3. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

Issue of Sweat Equity Shares

4. Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.

Issue of Debentures

5. The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

Issue of Share Certificates

6.

i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within fifteen days (15) of the application for registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—

   a. one certificate for all his shares without payment of any charges; or

b. several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first.

ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub- division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;

iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

iv. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

7. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty Rupees for each certificate.

8. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.

Power to pay Commission In connection with the Securities issued

10.

i. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

Variations of Shareholder's rights

11.

i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

Issue of Preference Shares

13. Subject to the provisions of section 55 and 62, any preference shares may with the sanction of Special resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

Further Issue of shares

14. (1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:

a. to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.
b. to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.
c. to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.

(2) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.

Lien

15.
i. The Company shall have a first and paramount lien—
   a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
   b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:
   c. Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares

   Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

ii. The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

16. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—
a. unless a sum in respect of which the lien exists is presently payable; or
b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

17.
i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

18.
i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Joint Holdings

19. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:-

a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.

b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.

e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.

f)

(i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint- holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.

(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.

g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.

Calls on shares

20.

i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.

ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

iii. A call may be revoked or postponed at the discretion of the Board.

21. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

23.

i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.

24.

i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture
iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

25. The Board—
i. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
ii. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

26. Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.

Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.

27. The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.

28. The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.

Transfer of shares

29.
i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.
ii. Each share in the Company shall be distinguished by its appropriate number.
iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.

30.
i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

31. The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-

i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
ii. any transfer of shares on which the Company has a lien.

iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

32. The Board shall decline to recognise any instrument of transfer unless—

i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.

Provided that, transfer of shares in whatever lot shall not be refused.

iii. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),

iv. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter, then the securities will be transferred;

v. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.

33. The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay

34. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

    Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year

35. The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.

Register of Transfers

36. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.

Dematerialisation of Securities

37.

i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.

   a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.

   b. Option for Investors:

      Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

      If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security

   c. Securities in Depository to be in fungible form:-
      - All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
      - Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

   d. Rights of Depositories & Beneficial Owners:-
      Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

   e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

   f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.

ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.

iii. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.

vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

Transmission of shares

38.

i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.

ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

39.

i. Any person becoming entitled to a share, in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
   a. to be registered himself as holder of the share; or
   b. to make such transfer of the share as the deceased or insolvent member could have made.

ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

40.

i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

41. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

42. The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents.

Forfeiture of shares

43. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

44. The notice aforesaid shall—

i. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

45. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

46.

i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

47.

i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
ii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

48.

i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off;
iii. The transferee shall thereupon be registered as the holder of the share; and
iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

49. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

50. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

51. Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

52. The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.

53. The Provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

54. The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

<u>Initial payment not to preclude forfeiture</u>

55. Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.

<u>Alteration of capital</u>

56. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

57. Subject to the provisions of section 61, the Company may, by ordinary resolution,—

i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
iv. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

<u>Conversion of Shares into Stock</u>

58. Where shares are converted into stock,—

i. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

   Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

ii. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

iii. Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

<u>Reduction of Capital</u>

59. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

i. its share capital;
ii. any capital redemption reserve account; or
iii. Any share premium account.

<u>Share Warrants</u>

60. The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, onapplication in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount

of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.

The bearer of a share warrant may at any time, deposit the warrant in the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.

Not more than one person shall be recognized as depositor of the share warrant.

The Company shall, on two days written notice, return the deposited share warrants to the depositor.

Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.

The bearer of share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.

The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.

<u>Capitalisation of profits</u>

61.

i. The Company in general meeting may, upon the recommendation of the Board, resolve—
   a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
   b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
   a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
   b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid;
   c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
   d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
   e. The Board shall give effect to the resolution passed by the Company in pursuance of this - regulation.

iii.

Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized.

62.

i. Whenever such a resolution as aforesaid shall have been passed, the Board shall
   a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
   b. generally to do all acts and things required to give effect thereto.

ii. The Board shall have power
   a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and
   b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to

be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

iii. Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

63. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

General Meeting

64. All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.

65.

i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
ii. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.

iii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

66.
i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
ii.
   i. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.

   ii. In any other case, the quorum shall be decided as under:

   a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
   b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;

67. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

68. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

69. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

70. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

71. A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

Demand for poll

72.
i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.
ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Time of taking poll

73.
i. A poll demanded on a question of adjournment shall be taken forthwith.
ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.

Adjournment of meeting

74.
i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

75. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
i. on a show of hands, every member present in person shall have one vote; and
ii. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

76. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

77.
i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

78. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

79. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

80. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

81. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

82.
i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which

the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

83. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

Casting Vote

84. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

Representation of Body Corporate

85. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

Circulation of member's resolution

86. The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.

Resolution requiring special notice

87. The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.

Resolutions passed at adjourned meeting

88. The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

Registration of resolutions and agreements

89. The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.

Minutes of proceedings of general meeting and of Board and other meetings

90.

i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.

ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:

   A. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

   B. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.

   C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

   D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

   E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

      a. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:

b. the names of the Directors present at the meetings, and
c. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.

iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
  a. is or could reasonably be regarded, as defamatory of any person
  b. is irrelevant or immaterial to the proceedings; or
  c. in detrimental to the interests of the Company.

iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.

Minutes to be considered to be evidence

91. The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.

Publication of reports of proceeding of general meetings

92. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

Proxy

93. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of `a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

94. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

95. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

    Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

96. The Directors of the Company as on the date 25/04/2018 are

    1. **ANOOP AGRAWAL**
    2. **ARUN KUMAR JAIN**
    3. **DALJEET KHARBANDA**
    4. **BHAVANA PUJARA**

(*) directors at the time of incorporation of the company were

    1. **ANOOP AGRAWAL**
    2. **ARUN KUMAR JAIN**

97. The Directors need not hold any “Qualification Share(s)”.

98. Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:

He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.

Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.

99.

i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
ii. In addition to the remuneration payable to them in pursuance of the Act, the directors -may be paid all travelling, hotel and other expenses properly incurred by them—
    a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
    b. in connection with the business of the company.

100. The Board may pay all expenses incurred in getting up and registering the company.

101. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

102. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

103. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

104.
i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
ii. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

<u>Retirement and Rotation of Directors</u>

105. Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.

106. The remaining Directors shall be appointed in accordance with the provisions of the Act.

107. At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.

108. Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.

109. Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.

110. Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a

Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.

Nominee Director

111. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.

112. The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.

113. The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.

114. The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.

Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.

115. Provided also that in the event of the Nominee Directors being appointed as Whole time Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.

Removal of Directors

116. The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.

117. Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.

118. On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.

119. Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,
(a) in any notice of the resolution given to members of the Company state the fact of the representations having

been made, and

(b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in party by the director notwithstanding that he is not a party to it.

120. A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.

121. A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

122. If the vacancy is not filled under clause (5) above , it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.

123. Nothing in this section shall be taken-

a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contact or terms of his appointment as director, or of any other appointment terminating with that as director; or
b) as derogating from any power to remove a director under other provisions of this Act.

Remuneration and sitting fees to Directors including Managing and whole time Directors

124. Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company.

In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.

a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or
b. In connection with the business of the Company.

125. Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of ₹ 1,00,000/-(Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

Powers and duties of Directors:

Certain powers to be exercised by the Board only at meeting

126.

i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.

a. The power to make calls on shareholders in respect of money unpaid on their shares;
b. The Power to authorize buy-back of securities under Section 68 of the Act.
c. Power to issue securities, including debenture, whether in or outside India

d. The power to borrow moneys
e. The power to invest the funds of the Company,
f. Power to Grant loans or give guarantee or provide security in respect of loans
g. Power to approve financial statements and the Board's Report
h. Power to diversify the business of the Company
i. Power to approve amalgamation, merger or reconstruction
j. Power to take over a Company or acquire a controlling or substantial stake in another Company
k. Powers to make political contributions;
l. Powers to appoint or remove key managerial personnel (KMP);
m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
n. Powers to appoint internal auditors and secretarial auditor;
o. Powers to take note of the disclosure of director's interest and shareholding;
p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;
q. Powers to invite or accept or renew public deposits and related matters;
r. Powers to review or change the terms and conditions of public deposit;
s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.

ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.

iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.

iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.

v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article.

Restriction on powers of Board

127.
i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting:
   a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;
   b) remit, or give time for the repayment of any debt, due by a Director;
   c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;
   d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or
   e) contribute to bona fide charitable and other funds, aggregate of which will in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.

ii. Nothing contained in sub-clause (a) above shall affect:

   a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or
   b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.

iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub- clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.

iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

128. Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.

General powers of the Company vested in Directors

129. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Specific powers given to Directors

130. Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:

i. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013;

ii. to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;

iii. to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;

iv. to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;

v. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;

vi. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;

vii. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;

viii. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;

ix. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;

x. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;

xi. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;

xii. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;

xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;

xiv. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.

xv. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.

xvi. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;

xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;

xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.

xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.

xx. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or

Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;

MANAGING DIRECTORS

Power to appoint Managing or Whole-time Directors

131.
a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon .such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.

b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.

c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.

Proceedings of the Board

132.
a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

133. The quorum for meetings of Board/Committees shall be as provided in the Actor under the rules.

134.
a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

135. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

136. The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

137.
a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

Delegation of Powers of Board to Committee

138.
a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

139.
a) A committee may elect a Chairperson of its meetings.
b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

140.
a) A committee may meet and adjourn as it thinks fit.
b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

141. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

142. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

143. Subject to the provisions of the Act,—

a) A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.

144. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, manager, Company Secretary or chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief Financial Officer.

The Seal

145.
a) The Board shall provide for the safe custody of the seal.
b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

146. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

147. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
148.
a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which

the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

149.

a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

150. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

151.

a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

152. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

153. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

154. No dividend shall bear interest against the Company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;

155. Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.

The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.

156. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

157. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

<u>Accounts</u>

158.

a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.

b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

Inspection of Statutory Documents of the Company:

159. Minutes Books of General Meetings

a) The books containing the minutes of the proceedings of any general meeting of the Company shall;
   i. be kept at the registered office of the Company, and
   ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.

   Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.

b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of ₹ 10/- (Ten Rupees only) for each page or part thereof.

160. Register of charges:

a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.

b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—
   a. by any member or creditor without any payment of fees; or
   b. by any other person on payment of such fees as may be prescribed,

   Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.

Audit

161.

a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.

c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.

d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

Winding up

162. Subject to the provisions of Chapter XX of the Act and rules made there under—

i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or others securities whereon there is any liability.

Indemnity

163. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal Subject to the provisions of Chapter XX of the Act and rules made there under—

Secrecy

164.

a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.

b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and subsisting contracts, which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be, deemed material, will be attached to the copy of this Red Herring Prospectus and the Prospectus, as applicable, which will be delivered to the RoC for filing. Copies of the below mentioned documents and contracts, and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. and will also be available at www.highwayinfrastructure.in on all Working Days from date of this Red Herring Prospectus until the Bid/ Offer Closing Date.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated September 24, 2024 and an amendment to the Offer Agreement dated July 10, 2025 amongst our Company, the Promoter Selling Shareholders and the BRLM.

2. Registrar Agreement dated September 17, 2024 and an amendment to the Registrar Agreement dated June 20, 2025 amongst our Company, the Promoter Selling Shareholders and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated July 17, 2025 amongst our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLM, the Syndicate Members, the Escrow Collection Bank(s), Public Offer Bank(s), Refund Bank(s).

4. Share Escrow Agreement dated July 17, 2025 amongst our Company, the Promoter Selling Shareholders and the Share Escrow Agent.

5. Syndicate Agreement dated July 17, 2025 amongst our Company, the Promoter Selling Shareholders, the BRLM and the Syndicate Members and the Registrar to the Offer.

6. Underwriting Agreement dated [●], 2025 amongst our Company, the Promoter Selling Shareholders and the Underwriters.

7. Monitoring agency agreement dated July 17, 2025 amongst our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the MoA and AoA of our Company, as amended from time to time.

2. Certificate of incorporation dated February 10, 2006 and consequent to change in name and fresh certificate of incorporation dated May 04, 2018 conversion into a public company.

3. Tripartite agreement dated July 24, 2018 between our Company, NSDL and the Registrar to the Company.

4. Tripartite agreement dated June 07, 2018 between our Company, CDSL and the Registrar to the Company.

5. Resolution of the Board and Shareholders dated June 17, 2025 and September 10, 2024, respectively, in relation to the Offer and other related matters.

6. Resolution of our Board dated September 24, 2024 approving the Draft Red Herring Prospectus.

7. Resolution of our Board dated July 24, 2025 approving this Red Herring Prospectus.

8. Copies of the annual reports of our Company for the Fiscals 2025, 2024 and 2023.

9. The examination report of the Statutory Auditor dated June 19, 2025, on our Restated Consolidated Financial

Information, included in this Red Herring Prospectus along with the Restated Consolidated Financial Information.

10. Board resolution dated May 06, 2023, respectively and shareholder's resolution dated September 30, 2023, respectively for appointment of the Executive Directors including the terms of appointment.

11. Consent letters dated June 17, 2025 provided by each of the Promoter Selling Shareholders consenting to participate in the Offer for Sale.

12. Written consent of the Directors, Company Secretary and Compliance Officer, Chief Financial Officer, the BRLM, the Syndicate Members, Legal Counsel to our Company, lenders to our Company, Registrar to the Offer, Escrow Collection Bank(s), Public Offer Bank(s), Refund Bank(s), Sponsor Bank, Bankers to our Company and the Monitoring Agency as referred to in their specific capacities.

13. Consent from CARE Analytics and Advisory Private Limited, dated July 07, 2025, in relation to the industry report titled "Research Report on Road Toll, Infrastructure EPC & Real Estate Industry in India".

14. Certificate on Working Capital Requirement dated July 23, 2025

15. Certificate on KPIs issued by Statutory Auditor dated July 23, 2025

16. Resolution of the Audit Committee dated July 23, 2025 approving KPIs

17. Consent letter dated July 23, 2025 of the Statutory Auditor to include their name as an expert in relation to their examination reports dated June 19, 2025 on the Restated Consolidated Financial Information and the report on Statement of Tax Benefits dated July 23, 2025 included in this Red Herring Prospectus.

18. Consent letter dated July 15, 2025 of the Independent Chartered Accountant to include their name as an expert in this Red Herring Prospectus.

19. Industry Research Report titled "*Research Report on Road Toll, Infrastructure EPC & Real Estate Industry in India*" issued by CARE Analytics and Advisory Private Limited dated July 07, 2025.

20. Due diligence certificate dated September 24, 2024 addressed to SEBI from the BRLM.

21. In- principle approvals dated December 02, 2025 issued by BSE and NSE, respectively.

22. SEBI final observation letter bearing reference number SEBI/HO/CFD/RAC- DIL3/OW/2024/40208/1 dated December 31, 2024.

23. Agreement of Association of Persons dated August 25, 2018 for 'Highway and Tandon Tollways' between our Company and Ankit Tandon Enterprises & Tollways Private Limited.

24. Deed of Assignment dated August 26, 2024 between Arun Kumar Jain (Single Firm) and our Company.

25. Deed of Dissolution of dated June 23, 2025 of the Association of Persons.

DECLARATION

I, Arun Kumar Jain, hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Arun Kumar Jain
Managing Director
DIN: 00006132

Place: Indore, Madhya Pradesh
Date: July 24, 2025

DECLARATION

I, Anoop Agrawal, hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Anoop Agrawal
Whole-Time Director & Chief Financial Officer
DIN: 00006120

Place: Indore, Madhya Pradesh
Date: July 24, 2025

DECLARATION

I, Riddharth Jain hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Riddharth Jain
Director
DIN: 09130443

Place: Indore, Madhya Pradesh
Date: July 24, 2025

DECLARATION

I, Om Prakash Shrivastava, hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Om Prakash Shrivastava
Independent Director
DIN: 10173322

Place: Indore, Madhya Pradesh
Date: July 24, 2025

DECLARATION

I, Ujjwal Kumar Ghosh, hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Ujjwal Kumar Ghosh
Independent Director
DIN: 07820501

Place: Indore, Madhya Pradesh
Date: July 24, 2025

DECLARATION

I, Ritika Agrawal, hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Ritika Agrawal
Independent Director
DIN: 10671178

Place: Indore, Madhya Pradesh
Date: July 24, 2025

DECLARATION

I, Arun Kumar Jain**,** acting as a Promoter Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made in this Red Herring Prospectus in relation to me, as a Promoter Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility as a Promoter Selling Shareholder, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Red Herring Prospectus.

SIGNED BY ARUN KUMAR JAIN:

Place: Indore, Madhya Pradesh
Date: July 24, 2025

DECLARATION

I, Anoop Agrawal**,** acting as a Promoter Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made in this Red Herring Prospectus in relation to me, as a Promoter Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility as a Promoter Selling Shareholder, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Red Herring Prospectus.

SIGNED BY ANOOP AGRAWAL:

Place: Indore, Madhya Pradesh
Date: July 24, 2025