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Initial public offer of equity shares on the main board of BSE Limited ('BSE') and National Stock Exchange of India ('NSE', and together with BSE, the "Stock Exchanges") in compliance with Chapter II the the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('SEBI ICDR Regulations)



(Please scan this QR code to view the RHP)



# 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 the Red Herring Prospectus on page 218 dated July 24, 2025 ("RHP" or "Red Herring Prospectus") filled with the ROC.

**Registered office:** 57-FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore - 452016, Madhya Pradesh, India; **Website :** www.highwayinfrastructure.in; **Contact Person:** Palak Rathore, Company Secretary and Compliance Officer; **Tel :** +91 731 4047177; **E-mail :** cs@highwayinfrastructure.in; **Corporate Identity Number :** U45203MP2006PLC018398

## OUR PROMOTERS: ARUN KUMAR JAIN, ANOOP AGRAWAL AND RIDDHARTH JAIN

INITIAL PUBLIC OFFERING OF UPTO [•] EQUITY SHARES OF FACE VALUE OF ₹ 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 SELLING SHAREHOLDERS 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".

### DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

Name of Selling Shareholders	Type	Number of Equity Shares Offered	Weighted average cost of acquisition per Equity Share (In ₹)*
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.

**PRICE BAND: ₹ 65 TO ₹ 70 PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH. THE FLOOR PRICE AND THE CAP PRICE ARE 13 TIMES AND 14 TIMES OF THE FACE VALUE OF EQUITY SHARES RESPECTIVELY. BIDS CAN BE MADE FOR A MINIMUM OF 211 EQUITY SHARES AND IN MULTIPLES OF 211 EQUITY SHARES THEREAFTER.**

**THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FINANCIAL YEAR 2025 AT THE UPPER END OF THE PRICE BAND IS 20.59 TIMES AND AT THE LOWER END OF THE PRICE BAND IS 19.12 TIMES WHICH IS LOWER THAN THE INDUSTRY AVERAGE OF 29.19 TIMES**

## BID/OFFER PROGRAMME

**ANCHOR INVESTOR BIDDING DATE : MONDAY, AUGUST 04, 2025**

**BID/OFFER OPENS ON: TUESDAY, AUGUST 05, 2025\***

**BID/OFFER CLOSES ON: THURSDAY, AUGUST 07, 2025\*\*<sup>(1)</sup>**

\* Our Company may, in consultation with the BRLM, consider 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 may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

<sup>(1)</sup> UPI mandate end time and date shall be at 5.00 pm on the Bid/Offer Closing Date.

**We are an infrastructure development and management Company. Our Company is engaged in the business of tollway collection, EPC Infra and real estate businesses.**

**The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations**

**THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON THE MAIN BOARD OF BSE AND NSE. BSE LIMITED SHALL BE THE DESIGNATED STOCK EXCHANGE.**

**QIB Portion: Not more than 30% of the Offer | Non-Institutional Portion: Not less than 30% of the Offer | Retail Portion: Not less than 40% of the Offer**

**IN MAKING AN INVESTMENT DECISION AND PURCHASE IN THE OFFER, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE MERITS AND RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.**

**In accordance with the recommendation of the committee of independent directors of our Company, pursuant to their resolution dated July 24, 2025, the above provided price band is justified based on quantitative factors/ KPI disclosed in the 'Basis for the Offer Price' section on pages 122 to 129 of the RHP vis-à-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for the Offer Price' section on page 122 to 129 of the RHP and provided below in the advertisement.**

## RISKS TO INVESTORS :

***For details refer to section titled "Risk Factors" on page 31 of the RHP***

**1. Dependence on tollway business:** 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 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
<b>Total</b>	<b>4,957.15</b>	<b>100.00</b>	<b>5,734.54</b>	<b>100.00</b>	<b>4,551.33</b>	<b>100.00</b>

**2. Risk related to Geographic concentration:** 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. Below is a tabular representation of our state-wise revenue from operations from top five (5) states for each of 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 (%)
Madhya Pradesh	1,655.37	33.39	2,132.64	37.19	1,002.80	22.03
Uttar Pradesh	1,121.95	22.63	2,268.65	39.56	-	-
Gujarat	753.88	15.21	573.14	9.99	985.32	21.65
Maharashtra	712.34	14.37	0.47	0.01	1,073.56	23.59
Haryana	540.19	10.90	-	-	417.35	9.17
Punjab	166.67	3.36	447.25	7.80	-	-
Telangana	-	-	312.40	5.45	480.84	10.56
Rajasthan	-	-	-	-	558.66	12.27
Others	6.74	0.14	-	-	32.80	0.72
<b>Total</b>	<b>4,957.15</b>	<b>100.00</b>	<b>5,734.54</b>	<b>100.00</b>	<b>4,551.33</b>	<b>100.00</b>

**3. Our toll contracts are typically for one (1) year :** 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 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.

**4. Our business is working capital driven:** Our business is capital driven. Working capital is required to finance giving security deposits and bank guarantees to customers, purchase of materials, mobilization of resources and other work on projects before payment is received from clients. 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 contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden. Summary of our working capital in last three fiscals is as under -

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total Current assets (A)	1,910.51	1,583.17	1,123.01
Total current liabilities (B)	1,002.67	933.56	614.03
<b>Total Working Capital (A-B)</b>	<b>907.84</b>	<b>649.61</b>	<b>508.98</b>

**5. Risk related to conflict of interest:** 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. 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

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6. **Some of our projects are with our group companies:** 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. Out of our EPC Infra order book as on May 31, 2025, ₹ 896.85 million belonged to our related party, Sacham Highway Real Estates Private Limited. The details of our related party pertaining to our EPC Infra and real estate business for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 are provided on page 36 to 38 of the "Risk Factors" of the RHP.
7. **We had negative cash flows from operating activities:** 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. 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.
8. **Risk related to working capital projections and utilization of Offer Proceeds:** 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.** 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. **Risk Related to proforma consolidated financial Information:** The 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 and may not be indicative of our actual historical or expected financial condition and results of operations.
11. **Risk related to obtaining possession of land or its rights :** While we conduct due diligence and assess 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. 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, we cannot guarantee that it may not happen in future. As on May 31, 2025, contracts amounting to ₹ 2866.88 million could not be started due to non-handover of land or its rights or construction plans by our customers. As a result, our business, financial condition and results of operations could be materially and adversely affected.
12. **Risk related to default in payment of customers in EPC Infra and Real estate Business:** 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 Rs. 1.20 million, Rs. 0.19 million and Rs. 5.66 million respectively.
13. **Risk Related to Related Party transactions:** 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 the 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.
14. **Risk related to Promoter and Directors Interest :** 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 is owned by our Promoter, Anoop Agrawal and is currently leased to our Company 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.
15. **Risk Related to delay in implementation:** The time and costs required to complete a project may be subject to 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.

16. The Price/Earnings ratio based on diluted EPS for Fiscal 2025 for our Company at the upper end of the Price Band is 20.59 times and at lower end of the Price Band is 19.12 times as compared to the average industry peer group PE ratio of 29.19 times. The details of ratios based on Fiscal 2025 financials are provided in point no. 6 of "Basis of Offer Price" section of this advertisement.
17. The average cost of acquisition per Equity Share by our Promoter Selling Shareholders as on the date of the RHP is set forth in the table below and the offer price at upper end of price band is ₹ 70.

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.

18. **Weighted Average Return on Net Worth of last three Fiscals is 19.71 % .**
19. **Weighted average cost of acquisition of all Equity Shares transacted by the shareholders in the three years, eighteen months and one year preceding the date of the Red Herring Prospectus is set forth below:**

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 the Red Herring Prospectus	0.46	152.17	0-125
Last one year preceding the date of the Red Herring Prospectus	Nil	NA	Nil
Last three years preceding the date of the Red Herring Prospectus	0.46	152.17	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

- 20 **The BRLM associated with the Offer has handled 10 public issues (Main Board-6, SME Issue-4) during the current Fiscal and two Fiscals preceding the current Fiscal out of which one of the Offer was closed below the Offer price on the listing date.**

Stock Exchange Platform	Total Issues	Offer closed below IPO Price on listing date
Main Board	6	1
SME Issue	4	-
Total	10	1

ADDITIONAL INFORMATION FOR INVESTORS

None of the equity shares, held by promoters and promoter group aggregating to 1% or more of the paid-up equity share capital were transferred from the date of filing the Draft Red Herring Prospectus till the date of this advertisement. Pre-Offer Shareholding as at the date of advertisement and Post-Offer shareholding as at allotment for 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 ( ₹ 65)		At the upper end of the price band ( ₹ 70)	
				Number of Equity Shares	Shareholding (in %)	Number of Equity Shares	Shareholding (in %)
Promoter							
1.	Arun Kumar Jain	19,953,582	34.53	17,633,582	24.22	17,633,582	24.59
2.	Anoop Agrawal	21,525,702	37.25	19,205,702	26.38	19,205,702	26.78
3.	Riddharth Jain	5,322,264	9.21	5,322,264	7.31	5,322,264	7.42
Promoter Group							
1.	Alok Agarwal	2,205,060	3.81	2,205,060	3.03	2,205,060	3.07
2.	Jyoti Jain	2,889,456	5.00	2,889,456	3.97	2,889,456	4.03
3.	Neetu Agrawal	2,826,780	4.89	2,826,780	3.88	2,826,780	3.94
4.	Arun Jain HUF	148,500	0.26	148,500	0.20	148,500	0.21
Additional Top 10							
1.	Rachna Agrawal	2,257,860	3.91	2,257,860	3.10	2,257,860	3.15
2.	Ravi Bansal	660,000	1.14	660,000	0.91	660,000	0.92

\*Assuming full subscription in the Offer (Fresh Offer and offer for sale). The post-issue shareholding details as at allotment will be based on the actual subscription and the final Issue price and updated in the prospectus, subject to finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders between the date of the advertisement and allotment (if any such transfers occur prior to the date of prospectus, it will be updated in the shareholding pattern in the prospectus).


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BASIS FOR OFFER PRICE

(The "Basis for Offer Price" on page 122 to 129 of the RHP has been updated as above. Please refer to the website of the BRLM: <https://www.pantomathgroup.com/offer-documents-page.php> for the Basis for Offer Price" updated for the above)



(you may scan the QR code for accessing the website of Pantomath Capital Advisors Private Limited)

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 13 times the face value and the Cap Price is 14 times the face value.

Bidders should read the below mentioned information along with "Our Business", "Risk Factors", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 180, 31 , 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.

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
As at March 31, 2025	3.40	3
As at March 31, 2024	3.28	2
As at March 31, 2023	2.03	1
Weighted Average	3.13	

Note: 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 ₹ 65/- to ₹ 70/- 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	19.12	20.59
Based on Basic/ Diluted EPS for Fiscal 2024	19.82	21.34
Based on Basic/ Diluted EPS for Fiscal 2023	32.02	34.48

3. 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:
- 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.
  - Return on Net Worth (%) = Net profit after tax divided by Net worth as at the end of the year.
  - Net worth has been defined under Regulation 2(1)(h)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	29.57
- At the Cap Price	30.01
Offer Price	●*

\*To be computed after finalising offer price  
^as adjusted for the sub-division and bonus issue.  
Note: Net Asset Value per Equity Share means Net worth as at the end of the year divided by the number of Equity Shares outstanding at the 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	N. A.	3.40	20.37	N.A	19.03
Listed Peers							
Udayshivaku mar 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	10.00	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.  
iii. Net worth has been defined under Regulation 2(1)(h)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

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 (FY 2025 to FY 2023)	%			4.36			0.39			9.05			4.59
EBITDA CAGR (FY 2025 to FY 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 State	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 the 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 the 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 the 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 8(a) and 8(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 the 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 the Red Herring Prospectus.

Secondary transactions:

Except as disclosed below, there have been no Secondary transactions in the last three years preceding the date of the 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

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 June 17, 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 the Red Herring Prospectus. Further, the KPIs herein have been certified by Statutory Auditors, by their certificate dated June 17, 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 " General 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 Offer or Company is further detailed under Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators" on Page 396.

Key Financial Performance	Metric	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations <sup>(1)</sup>	₹ in millions	4,957.15	5,734.54	4,551.33
EBITDA <sup>(4)</sup>	₹ in millions	313.22	384.42	276.87
EBITDA Margin <sup>(5)</sup>	%	6.32	6.70	6.08
PAT <sup>(6)</sup>	₹ in millions	223.98	214.14	138.00
PATMargin <sup>(8)</sup>	%	4.44	3.71	3.02
Debt-Equity Ratio <sup>(8)</sup>	times	0.61	0.69	0.85
ROCE <sup>(7)</sup>	%	16.56	24.45	19.47
ROE <sup>(9)</sup>	%	19.03	21.37	18.45
Revenue CAGR (Fiscal 2023 to Fiscal 2025) <sup>(6)</sup>	%			4.36
EBITDA CAGR (FY 2023 to FY 2025) <sup>(8)</sup>	%			6.36
Tolls Operated <sup>(10)</sup>	Number	15	7	12
Operation in states <sup>(11)</sup>	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 state 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 and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
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 our business.
Debt-Equity ratio (times)	The debt to equity ratio provides the ratio of Company's outstanding debt to its shareholders' equity and is used to measure the financial leverage of the Company.
ROE (%)	ROE provides how efficiently our Company generates profits from shareholders' funds.
ROCE (%)	ROCE provides how efficiently our Company generates earnings from a 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 state	Operation 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.

^ 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 (₹ 65)	Cap price (₹ 70)
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 #	0.52 times	0.56 times

^ 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

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", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Consolidated Financial Information" on pages 31, 180, 395 and 253 respectively, to have a more informed view.

INDICATIVE TIMELINES FOR THE OFFER

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. (Indian Standard Time ("IST"))
Bid/ Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-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 up to ₹ 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)	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

Continued on next page...







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Initial public offer of equity shares on the main board of BSE Limited ('BSE') and National Stock Exchange of India ('NSE', and together with BSE, the "Stock Exchanges") in compliance with Chapter II the the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations)



# 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 the Red Herring Prospectus on page 218 dated July 24, 2025 ("RHP" or "Red Herring Prospectus") filed with the ROC.

**Registered office:** 57-FA, Scheme No. 94, Pipliyahana Junction, Ring Road, Indore - 452016, Madhya Pradesh, India; **Website :** www.highwayinfrastructure.in; **Contact Person:** Palak Rathore, Company Secretary and Compliance Officer; **Tel :** +91 731 4047177; **E-mail :** cs@highwayinfrastructure.in; **Corporate Identity Number :** U45203MP2006PLC018398

## OUR PROMOTERS: ARUN KUMAR JAIN, ANOOP AGRAWAL AND RIDDHARTH JAIN

INITIAL PUBLIC OFFERING OF UPTO [•] EQUITY SHARES OF FACE VALUE OF ₹ 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 SELLING SHAREHOLDERS 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".

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION			
Name of Selling Shareholders	Type	Number of Equity Shares Offered	Weighted average cost of acquisition per Equity Share (In ₹)*
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.

**PRICE BAND: ₹ 65 TO ₹ 70 PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH. THE FLOOR PRICE AND THE CAP PRICE ARE 13 TIMES AND 14 TIMES OF THE FACE VALUE OF EQUITY SHARES RESPECTIVELY. BIDS CAN BE MADE FOR A MINIMUM OF 211 EQUITY SHARES AND IN MULTIPLES OF 211 EQUITY SHARES THEREAFTER.**

**THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FINANCIAL YEAR 2025 AT THE UPPER END OF THE PRICE BAND IS 20.59 TIMES AND AT THE LOWER END OF THE PRICE BAND IS 19.12 TIMES WHICH IS LOWER THAN THE INDUSTRY AVERAGE OF 29.19 TIMES**

**BID/OFFER PROGRAMME**

**ANCHOR INVESTOR BIDDING DATE : MONDAY, AUGUST 04, 2025**  
**BID/OFFER OPENS ON: TUESDAY, AUGUST 05, 2025\***  
**BID/OFFER CLOSES ON: THURSDAY, AUGUST 07, 2025\*\*(1)**

\* Our Company may, in consultation with the BRLM, consider 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 may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

(1) UPI mandate end time and date shall be at 5.00 pm on the Bid/ Offer Closing Date.

**We are an infrastructure development and management Company. Our Company is engaged in the business of tollway collection, EPC Infra and real estate businesses.**

**The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations**

**THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON THE MAIN BOARD OF BSE AND NSE. BSE LIMITED SHALL BE THE DESIGNATED STOCK EXCHANGE.**

**QIB Portion: Not more than 30% of the Offer | Non-Institutional Portion: Not less than 30% of the Offer | Retail Portion: Not less than 40% of the Offer**

**IN MAKING AN INVESTMENT DECISION AND PURCHASE IN THE OFFER , POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE MERITS AND RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.**

**In accordance with the recommendation of the committee of independent directors of our Company, pursuant to their resolution dated July 24, 2025, the above provided price band is justified based on quantitative factors/ KPI disclosed in the 'Basis for the Offer Price' section on pages 122 to 129 of the RHP vis-à-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for the Offer Price' section on page 122 to 129 of the RHP and provided below in the advertisement.**

### RISKS TO INVESTORS :

*For details refer to section titled "Risk Factors" on page 31 of the RHP*

**1. Dependence on tollway business:** 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 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
<b>Total</b>	<b>4,957.15</b>	<b>100.00</b>	<b>5,734.54</b>	<b>100.00</b>	<b>4,551.33</b>	<b>100.00</b>

**2. Risk related to Geographic concentration:** 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. Below is a tabular representation of our state-wise revenue from operations from top five (5) states for each of 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 (%)
Madhya Pradesh	1,655.37	33.39	2,132.64	37.19	1,002.80	22.03
Uttar Pradesh	1,121.95	22.63	2,268.65	39.56	-	-
Gujarat	753.88	15.21	573.14	9.99	985.32	21.65
Maharashtra	712.34	14.37	0.47	0.01	1,073.56	23.59
Haryana	540.19	10.90	-	-	417.35	9.17
Punjab	166.67	3.36	447.25	7.80	-	-
Telangana	-	-	312.40	5.45	480.84	10.56
Rajasthan	-	-	-	-	558.66	12.27
Others	6.74	0.14	-	-	32.80	0.72
<b>Total</b>	<b>4,957.15</b>	<b>100.00</b>	<b>5,734.54</b>	<b>100.00</b>	<b>4,551.33</b>	<b>100.00</b>

**3. Our toll contracts are typically for one (1) year :** 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 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.

**4. Our business is working capital driven:** Our business is capital driven. Working capital is required to finance giving security deposits and bank guarantees to customers, purchase of materials, mobilization of resources and other work on projects before payment is received from clients. 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 contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden. Summary of our working capital in last three fiscals is as under -

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total Current assets (A)	1,910.51	1,583.17	1,123.01
Total current liabilities (B)	1,002.67	933.56	614.03
<b>Total Working Capital (A-B)</b>	<b>907.84</b>	<b>649.61</b>	<b>508.98</b>

**5. Risk related to conflict of interest:** 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. 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 Infraareal LLP	Designated Partner
Ankit Tandon (KMP)	Ankit Tandon Enterprises and Tollways Private Limited	Shareholder and Director
	Highway and Tandon Tollways Private Limited	Director



...continued from previous page.

6. **Some of our projects are with our group companies:** 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. Out of our EPC Infra order book as on May 31, 2025, ₹ 896.85 million belonged to our related party, Sacham Highway Real Estates Private Limited. The details of our related party pertaining to our EPC Infra and real estate business for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 are provided on page 36 to 38 of the "Risk Factors" of the RHP.
7. **We had negative cash flows from operating activities:** 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. 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.
8. **Risk related to working capital projections and utilization of Offer Proceeds:** 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.** 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. **Risk Related to proforma consolidated financial Information:** The 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 and may not be indicative of our actual historical or expected financial condition and results of operations.
11. **Risk related to obtaining possession of land or its rights :** While we conduct due diligence and assess 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. 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, we cannot guarantee that it may not happen in future. As on May 31, 2025, contracts amounting to ₹ 2866.88 million could not be started due to non-handover of land or its rights or construction plans by our customers. As a result, our business, financial condition and results of operations could be materially and adversely affected.
12. **Risk related to default in payment of customers in EPC Infra and Real estate Business:** 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 Rs. 1.20 million, Rs. 0.19 million and Rs. 5.66 million respectively.
13. **Risk Related to Related Party transactions:** 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 the 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.
14. **Risk related to Promoter and Directors Interest :** 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 is owned by our Promoter, Anoop Agrawal and is currently leased to our Company 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.
15. **Risk Related to delay in implementation:** The time and costs required to complete a project may be subject to 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.
16. The Price/Earnings ratio based on diluted EPS for Fiscal 2025 for our Company at the upper end of the Price Band is 20.59 times and at lower end of the Price Band is 19.12 times as compared to the average industry peer group PE ratio of 29.19 times. The details of ratios based on Fiscal 2025 financials are provided in point no. 6 of "Basis of Offer Price" section of this advertisement.
17. The average cost of acquisition per Equity Share by our Promoter Selling Shareholders as on the date of the RHP is set forth in the table below and the offer price at upper end of price band is ₹ 70.

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.

18. **Weighted Average Return on Net Worth of last three Fiscals is 19.71 % .**
19. **Weighted average cost of acquisition of all Equity Shares transacted by the shareholders in the three years, eighteen months and one year preceding the date of the Red Herring Prospectus is set forth below:**

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 the Red Herring Prospectus	0.46	152.17	0-125
Last one year preceding the date of the Red Herring Prospectus	Nil	NA	Nil
Last three years preceding the date of the Red Herring Prospectus	0.46	152.17	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

- 20 **The BRLM associated with the Offer has handled 10 public issues (Main Board-6, SME Issue-4) during the current Fiscal and two Fiscals preceding the current Fiscal out of which one of the Offer was closed below the Offer price on the listing date.**

Stock Exchange Platform	Total Issues	Offer closed below IPO Price on listing date
Main Board	6	1
SME Issue	4	-
Total	10	1

ADDITIONAL INFORMATION FOR INVESTORS

None of the equity shares, held by promoters and promoter group aggregating to 1% or more of the paid-up equity share capital were transferred from the date of filing the Draft Red Herring Prospectus till the date of this advertisement. Pre-Offer Shareholding as at the date of advertisement and Post-Offer shareholding as at allotment for 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 ( ₹ 65)		At the upper end of the price band ( ₹ 70)	
				Number of Equity Shares	Shareholding (in %)	Number of Equity Shares	Shareholding (in %)
Promoter							
1.	Arun Kumar Jain	19,953,582	34.53	17,633,582	24.22	17,633,582	24.59
2.	Anoop Agrawal	21,525,702	37.25	19,205,702	26.38	19,205,702	26.78
3.	Riddharth Jain	5,322,264	9.21	5,322,264	7.31	5,322,264	7.42
Promoter Group							
1.	Alok Agarwal	2,205,060	3.81	2,205,060	3.03	2,205,060	3.07
2.	Jyoti Jain	2,889,456	5.00	2,889,456	3.97	2,889,456	4.03
3.	Neetu Agrawal	2,826,780	4.89	2,826,780	3.88	2,826,780	3.94
4.	Arun Jain HUF	148,500	0.26	148,500	0.20	148,500	0.21
Additional Top 10							
1.	Rachna Agrawal	2,257,860	3.91	2,257,860	3.10	2,257,860	3.15
2.	Ravi Bansal	660,000	1.14	660,000	0.91	660,000	0.92


\*Assuming full subscription in the Offer (Fresh Offer and offer for sale). The post-issue shareholding details as at allotment will be based on the actual subscription and the final Issue price and updated in the prospectus, subject to finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders between the date of the advertisement and allotment (if any such transfers occur prior to the date of prospectus, it will be updated in the shareholding pattern in the prospectus).



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BASIS FOR OFFER PRICE

(The "Basis for Offer Price" on page 122 to 129 of the RHP has been updated as above. Please refer to the website of the BRLM: <https://www.pantomathgroup.com/offer-documents-page.php> for the Basis for Offer Price" updated for the above)



(you may scan the QR code for accessing the website of Pantomath Capital Advisors Private Limited)

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 13 times the face value and the Cap Price is 14 times the face value.

Bidders should read the below mentioned information along with “Our Business”, “Risk Factors”, “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 180, 31, 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.

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
As at March 31, 2025	3.40	3
As at March 31, 2024	3.28	2
As at March 31, 2023	2.03	1
Weighted Average	3.13	

Note: 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 ₹ 65/- to ₹ 70/- 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	19.12	20.59
Based on Basic/ Diluted EPS for Fiscal 2024	19.82	21.34
Based on Basic/ Diluted EPS for Fiscal 2023	32.02	34.48

**3. 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:

- 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.
- Return on Net Worth (%) = Net profit after tax divided by Net worth as at the end of the year.
- 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 <sup>A</sup>
As at March 31, 2023	12.95 <sup>A</sup>
After the completion of the Offer	
- At the Floor price	29.57
- At the Cap Price	30.01
Offer Price	● <sup>*</sup>

<sup>\*</sup>To be computed after finalising offer price

<sup>A</sup> as adjusted for the sub-division and bonus issue.

Note: Net Asset Value per Equity Share means Net worth as at the end of the year divided by the number of Equity Shares outstanding at the 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	N. A.	3.40		N.A	19.03
<b>Listed Peers</b>							
Udayshivaku mar 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	10.00	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:

- 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.
- RoNW (%) = Net profit after tax divided by Net worth as at the end of the year.
- 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

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	10,697.15	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 (FY 2025 to FY 2023)	%			4.36			0.39			9.05			4.59
EBITDA CAGR (FY 2025 to FY 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 State	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 the 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 the 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 the 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 8(a) and 8(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 the 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 the Red Herring Prospectus.

**Secondary transactions:**

Except as disclosed below, there have been no Secondary transactions in the last three years preceding the date of the 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 <sup>A</sup>
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

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 June 17, 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 the Red Herring Prospectus. Further, the KPIs herein have been certified by Statutory Auditors, by their certificate dated June 17, 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 “ General 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 Offer or Company is further detailed under Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on Page 396.

Key Financial Performance	Metric	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations <sup>(1)</sup>	₹ in millions	4,957.15	5,734.54	4,551.33
EBITDA <sup>(2)</sup>	₹ in millions	313.22	384.42	276.87
EBITDA Margin <sup>(3)</sup>	%	6.32	6.70	6.08
PAT <sup>(4)</sup>	₹ in millions	223.98	214.14	138.00
PATMargin <sup>(5)</sup>	%	4.44	3.71	3.02
Debt-Equity Ratio <sup>(6)</sup>	times	0.61	0.69	0.85
ROCE <sup>(7)</sup>	%	16.56	24.45	19.47
ROE <sup>(8)</sup>	%	19.03	21.37	18.45
Revenue CAGR (Fiscal 2023 to Fiscal 2025) <sup>(9)</sup>	%			4.36
EBITDA CAGR (FY 2023 to FY 2025) <sup>(10)</sup>	%			6.36
Tolls Operated <sup>(11)</sup>	Number	15	7	12
Operation in states <sup>(11)</sup>	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 state 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 and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
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 our business.
Debt-Equity ratio (times)	The debt to equity ratio provides the ratio of Company’s outstanding debt to its shareholders’ equity and is used to measure the financial leverage of the Company.
ROE (%)	ROE provides how efficiently our Company generates profits from shareholders’ funds.
ROCE (%)	ROCE provides how efficiently our Company 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 state	Operation 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.

^ 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 (₹ 65)	Cap price (₹ 70)
Weighted average cost of acquisition of primary / new issue as per paragraph 9(a) above.	NA <sup>A</sup>	–	–
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 #	0.52 times	0.56 times

^ 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

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.**

[•]\*

<sup>\*</sup>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.**

[••]\*

<sup>\*</sup>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”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Consolidated Financial Information” on pages 31, 180, 395 and 253 respectively, to have a more informed view.

**INDICATIVE TIMELINES FOR THE OFFER**

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. (Indian Standard Time (“IST”))	
Bid/ Offer Closing Date*			
Submission of electronic applications (Online ASBA through 3-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 up to ₹ 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)		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 NIIIs where Bid Amount is more than ₹ 0.50 million)		Only between 10.00 a.m. and up to 12.00 p.m. IST	

Continued on next page...







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Initial public offer of equity shares on the main board of BSE Limited ('BSE') and National Stock Exchange of India ('NSE', and together with BSE, the "Stock Exchanges") in compliance with Chapter II the the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('SEBI ICDR Regulations)



(Please scan this QR code to view the RHP)



# 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 the Red Herring Prospectus on page 218 dated July 24, 2025 ("RHP" or "Red Herring Prospectus") filled with the ROC.

**Registered office:** 57-FA, Scheme No. 94, Pipiyahana Junction, Ring Road, Indore - 452016, Madhya Pradesh, India; **Website :** www.highwayinfrastructure.in; **Contact Person:** Palak Rathore, Company Secretary and Compliance Officer; **Tel :** +91 731 4047177; **E-mail :** cs@highwayinfrastructure.in; **Corporate Identity Number :** U45203MP2006PLC018398

## OUR PROMOTERS: ARUN KUMAR JAIN, ANOOP AGRAWAL AND RIDDHARTH JAIN

INITIAL PUBLIC OFFERING OF UPTO [•] EQUITY SHARES OF FACE VALUE OF ₹ 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 SELLING SHAREHOLDERS 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".

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION			
Name of Selling Shareholders	Type	Number of Equity Shares Offered	Weighted average cost of acquisition per Equity Share (In ₹)*
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.

**PRICE BAND: ₹ 65 TO ₹ 70 PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH. THE FLOOR PRICE AND THE CAP PRICE ARE 13 TIMES AND 14 TIMES OF THE FACE VALUE OF EQUITY SHARES RESPECTIVELY. BIDS CAN BE MADE FOR A MINIMUM OF 211 EQUITY SHARES AND IN MULTIPLES OF 211 EQUITY SHARES THEREAFTER.**

**THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FINANCIAL YEAR 2025 AT THE UPPER END OF THE PRICE BAND IS 20.59 TIMES AND AT THE LOWER END OF THE PRICE BAND IS 19.12 TIMES WHICH IS LOWER THAN THE INDUSTRY AVERAGE OF 29.19 TIMES**

**BID/OFFER PROGRAMME**

**ANCHOR INVESTOR BIDDING DATE : MONDAY, AUGUST 04, 2025**  
**BID/OFFER OPENS ON: TUESDAY, AUGUST 05, 2025\***  
**BID/OFFER CLOSES ON: THURSDAY, AUGUST 07, 2025\*\*(1)**

\* Our Company may, in consultation with the BRLM, consider 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 may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

(1) UPI mandate end time and date shall be at 5.00 pm on the Bid/ Offer Closing Date.

**We are an infrastructure development and management Company. Our Company is engaged in the business of tollway collection, EPC Infra and real estate businesses.**

**The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations**

**THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON THE MAIN BOARD OF BSE AND NSE. BSE LIMITED SHALL BE THE DESIGNATED STOCK EXCHANGE.**

**QIB Portion: Not more than 30% of the Offer | Non-Institutional Portion: Not less than 30% of the Offer | Retail Portion: Not less than 40% of the Offer**

**IN MAKING AN INVESTMENT DECISION AND PURCHASE IN THE OFFER , POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE MERITS AND RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.**

**In accordance with the recommendation of the committee of independent directors of our Company, pursuant to their resolution dated July 24, 2025, the above provided price band is justified based on quantitative factors/ KPI disclosed in the 'Basis for the Offer Price' section on pages 122 to 129 of the RHP vis-à-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for the Offer Price' section on page 122 to 129 of the RHP and provided below in the advertisement.**

## RISKS TO INVESTORS :

*For details refer to section titled "Risk Factors" on page 31 of the RHP*

**1. Dependence on tollway business:** 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 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

**2. Risk related to Geographic concentration:** 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. Below is a tabular representation of our state-wise revenue from operations from top five (5) states for each of 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 (%)
Madhya Pradesh	1,655.37	33.39	2,132.64	37.19	1,002.80	22.03
Uttar Pradesh	1,121.95	22.63	2,268.65	39.56	-	-
Gujarat	753.88	15.21	573.14	9.99	985.32	21.65
Maharashtra	712.34	14.37	0.47	0.01	1,073.56	23.59
Haryana	540.19	10.90	-	-	417.35	9.17
Punjab	166.67	3.36	447.25	7.80	-	-
Telangana	-	-	312.40	5.45	480.84	10.56
Rajasthan	-	-	-	-	558.66	12.27
Others	6.74	0.14	-	-	32.80	0.72
Total	4,957.15	100.00	5,734.54	100.00	4,551.33	100.00

**3. Our toll contracts are typically for one (1) year :** 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 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.

**4. Our business is working capital driven:** Our business is capital driven. Working capital is required to finance giving security deposits and bank guarantees to customers, purchase of materials, mobilization of resources and other work on projects before payment is received from clients. 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 contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden. Summary of our working capital in last three fiscals is as under -

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total Current assets (A)	1,910.51	1,583.17	1,123.01
Total current liabilities (B)	1,002.67	933.56	614.03
Total Working Capital (A-B)	907.84	649.61	508.98

**5. Risk related to conflict of interest:** 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. 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 Infareal LLP	Designated Partner
Ankit Tandon (KMP)	Ankit Tandon Enterprises and Tollways Private Limited	Shareholder and Director
	Highway and Tandon Tollways Private Limited	Director



...continued from previous page.

6. **Some of our projects are with our group companies:** 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. Out of our EPC Infra order book as on May 31, 2025, ₹ 896.85 million belonged to our related party, Sacham Highway Real Estates Private Limited. The details of our related party pertaining to our EPC Infra and real estate business for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 are provided on page 36 to 38 of the "Risk Factors" of the RHP.
7. **We had negative cash flows from operating activities:** 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. 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.
8. **Risk related to working capital projections and utilization of Offer Proceeds:** 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.** 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. **Risk Related to proforma consolidated financial Information:** The 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 and may not be indicative of our actual historical or expected financial condition and results of operations.
11. **Risk related to obtaining possession of land or its rights :** While we conduct due diligence and assess 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. 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, we cannot guarantee that it may not happen in future. As on May 31, 2025, contracts amounting to ₹ 2866.88 million could not be started due to non-handover of land or its rights or construction plans by our customers. As a result, our business, financial condition and results of operations could be materially and adversely affected.
12. **Risk related to default in payment of customers in EPC Infra and Real estate Business:** 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 Rs. 1.20 million, Rs. 0.19 million and Rs. 5.66 million respectively.
13. **Risk Related to Related Party transactions:** 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 the 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.
14. **Risk related to Promoter and Directors Interest :** 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 is owned by our Promoter, Anoop Agrawal and is currently leased to our Company 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.
15. **Risk Related to delay in implementation:** The time and costs required to complete a project may be subject to 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.
16. The Price/Earnings ratio based on diluted EPS for Fiscal 2025 for our Company at the upper end of the Price Band is 20.59 times and at lower end of the Price Band is 19.12 times as compared to the average industry peer group PE ratio of 29.19 times. The details of ratios based on Fiscal 2025 financials are provided in point no. 6 of "Basis of Offer Price" section of this advertisement.
17. The average cost of acquisition per Equity Share by our Promoter Selling Shareholders as on the date of the RHP is set forth in the table below and the offer price at upper end of price band is ₹ 70.

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.

18. **Weighted Average Return on Net Worth of last three Fiscals is 19.71 % .**
19. **Weighted average cost of acquisition of all Equity Shares transacted by the shareholders in the three years, eighteen months and one year preceding the date of the Red Herring Prospectus is set forth below:**

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 the Red Herring Prospectus	0.46	152.17	0-125
Last one year preceding the date of the Red Herring Prospectus	Nil	NA	Nil
Last three years preceding the date of the Red Herring Prospectus	0.46	152.17	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

- 20 **The BRLM associated with the Offer has handled 10 public issues (Main Board-6, SME Issue-4) during the current Fiscal and two Fiscals preceding the current Fiscal out of which one of the Offer was closed below the Offer price on the listing date.**

Stock Exchange Platform	Total Issues	Offer closed below IPO Price on listing date
Main Board	6	1
SME Issue	4	-
Total	10	1

ADDITIONAL INFORMATION FOR INVESTORS

None of the equity shares, held by promoters and promoter group aggregating to 1% or more of the paid-up equity share capital were transferred from the date of filing the Draft Red Herring Prospectus till the date of this advertisement. Pre-Offer Shareholding as at the date of advertisement and Post-Offer shareholding as at allotment for 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 ( ₹ 65)		At the upper end of the price band ( ₹ 70)	
				Number of Equity Shares	Shareholding (in %)	Number of Equity Shares	Shareholding (in %)
Promoter							
1.	Arun Kumar Jain	19,953,582	34.53	17,633,582	24.22	17,633,582	24.59
2.	Anoop Agrawal	21,525,702	37.25	19,205,702	26.38	19,205,702	26.78
3.	Riddharth Jain	5,322,264	9.21	5,322,264	7.31	5,322,264	7.42
Promoter Group							
1.	Alok Agarwal	2,205,060	3.81	2,205,060	3.03	2,205,060	3.07
2.	Jyoti Jain	2,889,456	5.00	2,889,456	3.97	2,889,456	4.03
3.	Neetu Agrawal	2,826,780	4.89	2,826,780	3.88	2,826,780	3.94
4.	Arun Jain HUF	148,500	0.26	148,500	0.20	148,500	0.21
Additional Top 10							
1.	Rachna Agrawal	2,257,860	3.91	2,257,860	3.10	2,257,860	3.15
2.	Ravi Bansal	660,000	1.14	660,000	0.91	660,000	0.92


\*Assuming full subscription in the Offer (Fresh Offer and offer for sale). The post-issue shareholding details as at allotment will be based on the actual subscription and the final Issue price and updated in the prospectus, subject to finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders between the date of the advertisement and allotment (if any such transfers occur prior to the date of prospectus, it will be updated in the shareholding pattern in the prospectus).



...continued from previous page.

BASIS FOR OFFER PRICE

(The "Basis for Offer Price" on page 122 to 129 of the RHP has been updated as above. Please refer to the website of the BRLM: <https://www.pantomathgroup.com/offer-documents-page.php> for the Basis for Offer Price" updated for the above)



(you may scan the QR code for accessing the website of Pantomath Capital Advisors Private Limited)

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 13 times the face value and the Cap Price is 14 times the face value. Bidders should read the below mentioned information along with “Our Business”, “Risk Factors”, “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 180, 31 , 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.
- 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
As at March 31, 2025	3.40	3
As at March 31, 2024	3.28	2
As at March 31, 2023	2.03	1
Weighted Average	3.13	

Note: 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 ₹ 65/- to ₹ 70/- 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	19.12	20.59
Based on Basic/ Diluted EPS for Fiscal 2024	19.82	21.34
Based on Basic/ Diluted EPS for Fiscal 2023	32.02	34.48

**3. 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:
- 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.
  - Return on Net Worth (%) = Net profit after tax divided by Net worth as at the end of the year.
  - 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	29.57
- At the Cap Price	30.01
Offer Price	●)*

\*To be computed after finalising offer price  
^ as adjusted for the sub-division and bonus issue.  
Note: Net Asset Value per Equity Share means Net worth as at the end of the year divided by the number of Equity Shares outstanding at the 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	N. A.	3.40	20.37	N.A	19.03
<b>Listed Peers</b>							
Udayshivaku mar 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	10.00	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.  
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

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 (FY 2025 to FY 2023)	%			4.36			0.39			9.05			4.59
EBITDA CAGR (FY 2025 to FY 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 State	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 the Red Herring Prospectus, where such issuance 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 (“Primary Transaction”). Bonus Shares issued during the 18 months preceding the date of the 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 the 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 8(a) and 8(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 the 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 the Red Herring Prospectus.

**Secondary transactions:**

Except as disclosed below, there have been no Secondary transactions in the last three years preceding the date of the 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

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 June 17, 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 the Red Herring Prospectus. Further, the KPIs herein have been certified by Statutory Auditors, by their certificate dated June 17, 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 “ General 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. 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 Offer or Company is further detailed under Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on Page 396.

Key Financial Performance	Metric	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations <sup>(1)</sup>	₹ in millions	4,957.15	5,734.54	4,551.33
EBITDA <sup>(2)</sup>	₹ in millions	313.22	384.42	276.87
EBITDA Margin <sup>(3)</sup>	%	6.32	6.70	6.08
PAT <sup>(4)</sup>	₹ in millions	223.98	214.14	138.00
PATMargin <sup>(5)</sup>	%	4.44	3.71	3.02
Debt-Equity Ratio <sup>(6)</sup>	times	0.61	0.69	0.85
ROCE <sup>(7)</sup>	%	16.56	24.45	19.47
ROE <sup>(8)</sup>	%	19.03	21.37	18.45
Revenue CAGR (Fiscal 2023 to Fiscal 2025) <sup>(9)</sup>	%			4.36
EBITDA CAGR (FY 2023 to FY 2025) <sup>(10)</sup>	%			6.36
Tolls Operated <sup>(11)</sup>	Number	15	7	12
Operation in states <sup>(11)</sup>	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 state 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 and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
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 our business.
Debt-Equity ratio (times)	The debt to equity ratio provides the ratio of Company’s outstanding debt to its shareholders’ equity and is used to measure the financial leverage of the Company.
ROE (%)	ROE provides how efficiently our Company generates profits from shareholders’ funds.
ROCE (%)	ROCE provides how efficiently our Company 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 state	Operation 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.

^ 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 (₹ 65)	Cap price (₹ 70)
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 #	0.52 times	0.56 times

^ 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

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”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Consolidated Financial Information” on pages 31, 180, 395 and 253 respectively, to have a more informed view.

**INDICATIVE TIMELINES FOR THE OFFER**

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. (Indian Standard Time (“IST”))
Bid/ Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-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 up to ₹ 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)	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 NIIIs where Bid Amount is more than ₹ 0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST

Continued on next page...



# Balaxi Pharmaceuticals Limited

**Registered Office:** Plot No.409, H. No. 8-2-293, Maps Towers, 3rd Floor, Phase-III, Road No. 81,  
 Jubilee Hills, Hyderabad, Telangana, India - 500096.  
**CIN:** L25191TG1942PLC121598 | **Phone:** +91 40 23555300 | **Email:** [secretarial@balaxi.in](mailto:secretarial@balaxi.in) | **Website:** [www.balaxipharma.in](http://www.balaxipharma.in)

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## INFORMATION REGARDING 82<sup>nd</sup> ANNUAL GENERAL MEETING TO BE HELD THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO- VISUAL MEANS (“OAVM”)

Notice is hereby given that the 82<sup>nd</sup> Annual General Meeting (“AGM”) of the Members of Balaxi Pharmaceuticals Limited (“the Company”) is scheduled to be held on **Monday, August 25, 2025 at 11.00 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder read with General Circular no. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by Securities and Exchange Board of India (SEBI) vide circular no. SEBI/HO/CFD/CDPoD-2/P/CIR/2024/133 dated October 03, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactments thereof for the time being in force and as amended from time to time). Companies are permitted to hold General Meetings through VC/OAVM, without the physical presence of the members at a common venue.

In Compliance with the abovementioned circulars, Notice of the AGM along with the Annual Report 2024-25 will be sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company’s website <https://balaxipharma.in/>, website of the Stock Exchange i.e., National Stock Exchange of India Limited <https://www.nseindia.com/>, and on the website of National Securities Depository Limited <https://www.evotingsndsl.com/>. The Company shall send physical copy of the Annual Report 2024-25 to the members who specifically request for the same by sending an email at [secretarial@balaxi.in](mailto:secretarial@balaxi.in).

In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI circulars, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically through the facility provided by National Securities Depository Limited (NSDL). Additionally, the facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. Detailed instructions for remote e-voting, e-voting during the AGM and attending the AGM through VC/ OAVM will be provided in the Notice of the AGM.

Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s RTA, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad – 500 029, E-mail: [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).

Members holding shares in physical mode are requested to note that SEBI vide its circulars SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has simplified the process for investor service requests. SEBI has made it mandatory for holders of physical securities to furnish PAN, bank account details, contact details, specimen signature and nomination for their corresponding folio numbers. SEBI has notified forms for the purpose, as detailed below:

Forms	Description
Form ISR-1	Request for registering PAN, bank account details, signature, mobile, email-id, address or changes / up-dation thereof
Form ISR- 2	Confirmation of Signature of securities holder by the Banker
Form SH-13	Nomination form
Form ISR-3	Declaration for Nomination opt-out
Form SH- 14	Change in Nomination

The above forms can be downloaded from the Company’s website at <https://balaxipharma.in/investor-contacts>. Accordingly, members are requested to make service requests / update their records by submitting a duly filled and signed forms, along with the related proofs listed in the forms to Company’s RTA, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad – 500 029, E-mail: [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).