

Form No. MGT-7

Form language

 English Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U45203MP2006PLC018398

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	HIGHWAY INFRASTRUCTURE LIMITED	HIGHWAY INFRASTRUCTURE LIMITED
Registered office address	57-FA, SCHEME NO. 94, PIPLIYAHANA JUNCTION, RING ROAD,,NA,INDORE,Madhya Pradesh,India,452016	57-FA, SCHEME NO. 94, PIPLIYAHANA JUNCTION, RING ROAD,,NA,INDORE,Madhya Pradesh,India,452016
Latitude details	75.8680	75.8680
Longitude details	22.6800	22.6800

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

registered office photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****1A

(c) *e-mail ID of the company

*****ndore@gmail.com

(d) *Telephone number with STD code

+91*****13

(e) Website

www.highwayinfrastructure.in

iv *Date of Incorporation (DD/MM/YYYY)

10/02/2006

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U99999MH1994PTC076534	BIGSHARE SERVICES PRIVATE LIMITED	Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East,Mumbai,Mumbai,Maharashtra,India,400093	INR000001385

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

17/07/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	41	Construction of Buildings	26.34
2	L	Real Estate activities	68	Real Estate activities	73.66

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U45309MP2019PTC048427		HIGHWAY & TANDON TOLLWAYS PRIVATE LIMITED	Subsidiary	51

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	80000000.00	57789204.00	57789204.00	57789204.00
Total amount of equity	400000000.00	288946020.00	288946020.00	288946020.00

shares (in rupees)				
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	80000000	57789204	57789204	57789204
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	400000000.00	288946020.00	288946020	288946020

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	19263068	19263068.00	96315340	96315340	
Increase during the year	0.00	38526136.00	38526136.00	192630680.00	192630680.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	38526136	38526136.00	192630680	192630680	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text" value="Nil"/>	0	0	0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="Nil"/>	0	0	0.00		0	
At the end of the year	0.00	57789204.00	57789204.00	288946020.00	288946020.00	
(ii) Preference shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="Nil"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="Nil"/>	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	0.00

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text" value="Equity"/>
Before split / Consolidation	Number of shares	9631534
	Face value per share	10
After split / consolidation	Number of shares	19263068
	Face value per share	5

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

6

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

4183833392

ii * Net worth of the Company

1127986472

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	54871344	94.95	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	54871344.00	94.95	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2917860	5.05	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	2917860.00	5.05	0.00	0

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	3
2	Individual - Male	5
3	Individual - Transgender	0
4	Other than individuals	1
	Total	9.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	3
Members (other than promoters)	11	9
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	1	2	1	71.78	9.21
B Non-Promoter	0	3	0	3	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	3	0	3	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	2	4	2	4	71.78	9.21

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
UJJWAL KUMAR GHOSH	07820501	Director	0	
RITIKA AGRAWAL	10671178	Director	0	
ANOOP AGRAWAL	AEKPA0042A	CFO	0	
SAURABH MITTAL	AIOPM3132D	CFO	0	
PALAK RATHORE	CRJPR0610R	Company Secretary	0	

ANKIT TANDON	AEAPT7626K	CEO	0	
ANOOP AGRAWAL	00006120	Whole-time director	21525702	
ARUN KUMAR JAIN	00006132	Managing Director	19953582	
RIDDHARTH JAIN	09130443	Director	5322264	
OM PRAKASH SHRIVASTAVA	10173322	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

10

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
OM PRAKASH SHRIVASTAVA	10173322	Director	25/06/2024	Cessation
OM PRAKASH SHRIVASTAVA	10173322	Director	01/07/2024	Appointment
UJJWAL KUMAR GHOSH	07820501	Additional Director	25/06/2024	Cessation
UJJWAL KUMAR GHOSH	07820501	Director	01/07/2024	Appointment
RIDDHARTH JAIN	09130443	Director	01/07/2024	Appointment
RITIKA AGRAWAL	10671178	Director	01/07/2024	Appointment
BHAVANA PUJARA	08113048	Director	25/06/2024	Cessation
ANOOP AGRAWAL	AEKPA0042A	CFO	10/05/2024	Appointment
SAURABH MITTAL	AIOPM3132D	CFO	16/12/2024	Appointment
PALAK RATHORE	CRJPR0610R	Company Secretary	15/05/2024	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

7

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance

			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	01/07/2024	13	8	98.87
Extra Ordinary General Meeting	24/07/2024	8	7	98.87
Extra Ordinary General Meeting	02/08/2024	9	9	100
Extra Ordinary General Meeting	10/09/2024	9	9	100
Annual General Meeting	30/09/2024	9	9	100
Extra Ordinary General Meeting	24/12/2024	9	8	98.86
Extra Ordinary General Meeting	27/02/2025	9	7	98.86

B BOARD MEETINGS

*Number of meetings held

29

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2024	6	4	66.67
2	10/05/2024	6	5	83.33
3	28/05/2024	6	5	83.33
4	05/06/2024	6	5	83.33
5	12/06/2024	6	5	83.33
6	21/06/2024	6	3	50
7	29/06/2024	3	2	66.67
8	01/07/2024	6	5	83.33
9	20/07/2024	6	5	83.33
10	25/07/2024	6	5	83.33

11	02/08/2024	6	5	83.33
12	20/08/2024	6	6	100
13	26/08/2024	6	6	100
14	02/09/2024	6	6	100
15	10/09/2024	6	6	100
16	13/09/2024	6	6	100
17	24/09/2024	6	6	100
18	23/10/2024	6	6	100
19	13/11/2024	6	6	100
20	27/11/2024	6	6	100
21	16/12/2024	6	6	100
22	27/12/2024	6	6	100
23	07/01/2025	6	6	100
24	16/01/2025	6	6	100
25	18/01/2025	6	6	100
26	24/01/2025	6	6	100
27	05/02/2025	6	6	100
28	19/02/2025	6	6	100
29	17/03/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held

29

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

1	Audit Committee Meeting	10/05/2024	3	3	100
2	Audit Committee Meeting	28/05/2024	3	3	100
3	Audit Committee Meeting	05/06/2024	3	3	100
4	Audit Committee Meeting	12/06/2024	3	3	100
5	Audit Committee Meeting	01/07/2024	3	3	100
6	Audit Committee Meeting	25/07/2024	3	3	100
7	Audit Committee Meeting	20/08/2024	3	3	100
8	Audit Committee Meeting	26/08/2024	3	3	100
9	Audit Committee Meeting	24/09/2024	3	3	100
10	Audit Committee Meeting	26/11/2024	3	3	100
11	Audit Committee Meeting	16/12/2024	3	3	100
12	Audit Committee Meeting	16/01/2024	3	3	100
13	Audit Committee Meeting	18/01/2024	3	3	100
14	Audit Committee Meeting	05/02/2024	3	3	100
15	Audit Committee Meeting	17/03/2025	3	3	100
16	Nomination and Remuneration committee	10/05/2024	3	3	100
17	Nomination and Remuneration committee	01/07/2024	3	3	100
18	Nomination and Remuneration committee	14/12/2024	3	3	100
19	Nomination and Remuneration committee	04/02/2025	3	3	100
20	Nomination and Remuneration committee	17/03/2025	3	3	100
21	Stakeholder Relationship Committee	03/08/2024	3	3	100

22	Stakeholder Relationship Committee	17/03/2025	3	3	100
23	Corporate Social Responsibility	27/04/2024	3	3	100
24	Corporate Social Responsibility	01/07/2024	3	3	100
25	Corporate Social Responsibility	31/03/2025	3	3	100
26	Independent Director Committee meeting	17/03/2025	3	3	100
27	IPO committee meeting	10/09/2024	3	3	100
28	IPO committee meeting	24/09/2024	3	3	100
29	IPO committee meeting	17/03/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 17/07/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	ANOOP AGRAWAL	29	29	100	0	0	0	Yes
2	ARUN KUMAR JAIN	29	28	96	20	20	100	Yes
3	RIDDHARTH JAIN	22	18	81	0	0	0	Yes
4	OM PRAKASH SHRIVASTAVA	27	27	100	29	29	100	Yes
5	UJJWAL KUMAR GHOSH	29	25	86	14	14	100	Yes
6	RITIKA AGRAWAL	21	21	100	24	21	87	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Arun Kumar Jain	Managing Director	6000000				6000000.00
2	Anoop Agrawal	Whole-time director	6000000				6000000.00
	Total		12000000.00	0.00	0.00	0.00	12000000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Ankit Tandon	CEO	2400000				2400000.00
2	Saurabh Mittal	CFO	554166				554166.00
3	Palak Rathore	Company Secretary	536194				536194.00
	Total		3490360.00	0.00	0.00	0.00	3490360.00

C *Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Omprakash Shrivastava	Director	110000				110000.00
2	Ujjwal Kumar Ghosh	Director	74000				74000.00
3	Ritika Agrawal	Director	80000				80000.00
4	Bhavana Pujara	Director	24000				24000.00
	Total		288000.00	0.00	0.00	0.00	288000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

The Annual Report on Corporate Social Responsibility (CSR) for the financial year ended March 31, 2024, annexed to the Board's Report, was incomplete as it did not contain the prescribed particulars as per Annexure II of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014. Between April 1, 2024, and June 25, 2024, Mr. Om Prakash Shrivastava (DIN: 10173322) and Mr. Ujjwal Kumar Ghosh (DIN: 07820501) served as Independent Directors without registering with the Independent D

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

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XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Letter_MGT-7_2024-25.pdf
MGT-8.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

HIGHWAY INFRASTRUCTURE LIMITED

 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY)

31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Manish Maheshwari

Date (DD/MM/YYYY)

26/08/2025

Place

Indore

Whether associate or fellow:

Associate Fellow

Certificate of practice number

3*6*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

00006132

*(b) Name of the Designated Person

ARUN KUMAR JAIN

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*

(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*0*6*3*

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

7*7*5

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB6269249

eForm filing date (DD/MM/YYYY)

03/09/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company