
HIGHWAY INFRASTRUCTURE LIMITED
(CIN: U45203MP2006PLC018398)

17th DIRECTORS REPORT 2021-22

KEY MANAGERIAL PERSONNEL & BOARD OF DIRECTORS:

| | |
|------------------------------|-------------------------------------------|
| Mr. Arun Kumar Jain | Managing Director(DIN-00006132) |
| Mr. Anoop Agrawal | Whole-Time Director (DIN- 00006120) |
| Mr. Omachyutam Singh Chouhan | Independent Director (DIN- 06392876) |
| Mr. Daljeet Kharbanda | Independent Director (DIN- 08112992) |
| Mrs. Bhavana Pujara | Independent Director (DIN- 08113048) |
| Mr. Ankit Tandon | Chief Executive Officer (PAN- AEAPT7626K) |
| Miss. Mansi Garg | Company Secretary (PAN- CAOPG6705L) |

Auditors:

M/s Anil Kamal Garg & Co.
Chartered Accountants
97, Jaora Compound, Indore (MP)

Bankers:

Axis Bank
HDFC Bank
Yes Bank

Registered Office:

57-FA, Scheme No. 94,
Pipliyahana Junction, Ring Road,
Indore (MP) – 452016, India

Phone: +91 -731-2590013, 4047177

Website: highwayinfrastructure.in

E-mail id: hiplindore@gmail.com

DIRECTOR'S REPORT

To
The Members,
HIGHWAY INFRASTRUCTURE LIMITED

Directors have pleasure in presenting the 17th Annual Report on the business and operations of the Company and the accounts for the financial year ended 31st March, 2022.

FINANCIAL RESULTS:

| Particulars | (Rs in Lakhs) | | | |
|-------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------|
| | Standalone Figures for the year ended on 31.03.2022 | Standalone Figures for the year ended on 31.03.2021 | Consolidated Figures for the year ended on 31.03.2022 | Consolidated Figures for the year ended on 31.03.2021 |
| Total Revenue | 29428.60 | 14876.10 | 29,443.44 | 14,894.63 |
| Expenditure (Net) | 28299.73 | 13806.32 | 28,303.25 | 13,806.47 |
| Profit before Tax | 1117.87 | 984.24 | 1,129.19 | 1,002.63 |
| Provision for Tax | | | | |
| - Current Tax | 283.59 | 246.99 | 287.85 | 251.87 |
| - Deferred Tax | -8.52 | -24.58 | -8.52 | -24.57 |
| - Earlier Years Tax | -13.32 | -9.91 | 13.33 | -9.90 |
| - Health and Education Cess on Income Tax | - | - | - | - |
| Profit After Tax | 829.49 | 771.73 | 831.70 | 778.62 |
| EPS (Equity Shares of Value Rs.10/- each) | 8.61 | 8.01 | 8.69 | 8.15 |

1. PERFORMANCE REVIEW:

During the period under review your Company has made a Standalone profit of **Rs. 82,949,002** /- and Consolidated Profit of **Rs.77,173,759** after tax. Your directors are confident and optimistic of achieving upward growth and achieving much better results in the coming years.

2. THE AMOUNTS WHICH COMPANY PROPOSES TO CARRY TO ANY RESERVES:

The Company has transferred Rs. 5,000,000 to General Reserves.

3. DIVIDEND:

During the year under review, Company has decided to conserve the resources for the expansion of the business activities of the company. Hence Company has decided not to declare any dividend for the year ended 31st March, 2022

4. PARTICULARS OF EMPLOYEES

The information required to be furnished under Section 197 and rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as the said provisions are not applicable to the Company.

5. CHANGES IN THE NATURE OF BUSINESS:

During the year under review, there is no change in the nature of the business of the company.

6. INDUSTRY EXPERIENCE:

Highway Infrastructure is one of the fastest growing Infrastructure Enterprise in Central India with a rich and diverse experience spanning of more than Two Decades. It has been developing projects in High growth area's such as Construction of submersible bridge across Construction of Houses and Development of Infrastructure for Slum Localities in Indore M P Under PMAY at Kanadia near Impetus I T Park, Design and Construction of Retrofitting of Completed Scheme Under Jal Jeevan Mission at Village Design and Construction of Retrofitting of Completed Scheme Under Jal Jeevan Mission at Village 1. Badlipurakala 2. Aamla 3. Garg and Guwagi 4. Salkanpur Block Tirla, Construction of Bridge under PMGSY and Their Maintenance for Five Year in Indore District.

Since incorporation, Highway Infrastructure has a strong, customer focused approach and a continuous quest for world-class quality, we have unmatched expertise across Construction, and Infrastructure Projects, and maintaining a leadership in all our major lines of business. Highway Infrastructure Limited, has a unique business model, with proven expertise in innovative thinking, Project and cost management. We have also developed an appropriate blend of entrepreneurs and hands on professionals, constantly thinking & executing innovative and cost effective solutions to clients' requirements.

Currently the company has paved remarkable achievement in generating revenue and providing best of its services. Further working for poised tremendous growth in the coming years.

7. HUMAN RESOURCE MANAGEMENT, HEALTH AND SAFETY: -

During the year under the review the Company had cordial relations with workers, staff and officers. We are committed to the development of the expertise and know-how of our employees through technical seminars and training sessions. Our personnel policies are aimed towards recruiting the talent that we need, facilitating the integration of our employees and encouraging the development of skills in order to support our performance and the growth of our operations. The Company believes in empowering its employees through greater knowledge, team spirit and developing greater sense of responsibility.

We are committed to complying with applicable health, safety and environmental regulations and other requirements in our operations.

8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Since there was no unpaid /unclaimed dividend, the provisions of section 125 of the Companies Act, 2013 do not apply.

9. ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, no reportable material weakness was observed.

10. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

11. DIRECTORS

The Board of Directors of our Company is duly constituted. The Board wishes to place on record its deep sense of appreciation for the valuable contributions made by them to the Board and the Company.

All the Independent Directors of the Company have given their declarations stating that they meet the criteria of Independence as laid down under section 149(6) of the companies Act, 2013 and in the opinion of the Board, the Independent directors meet that criteria.

Further, no director has been Appointed, removed or resigned from the Board of Directors of the Company during the year.

KEY MANAGERIAL PERSONNEL

| Name | Designation | Age | Qualification |
|---------------------|--------------------------|----------|-------------------------------|
| Mr. Arun Kumar Jain | Managing Director | 54 Years | Diploma In Textile Technology |
| Mr. Anoop Agrawal | Whole Time Director | 44 Years | Basic Education |
| Mr. Ankit Tandon | Chief Executive Director | 35 Years | Graduation |
| Miss. Mansi Garg | Company Secretary (CS) | 27 Years | CS, MBA & B.com(Hons.) |

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

| S. No. | Date of Meeting | Board Strength | No. of Directors Present |
|--------|-----------------|----------------|--------------------------|
| 1 | 20/04/2021 | 5 | 5 |
| 2 | 31/05/2021 | 5 | 5 |
| 3 | 02/06/2021 | 5 | 5 |

| | | | |
|---|------------|---|---|
| 4 | 10/07/2021 | 5 | 3 |
| 5 | 23/08/2021 | 5 | 5 |
| 6 | 22/12/2021 | 5 | 5 |

Six Meetings of the Board of Directors were held during the financial year 2021-22.

Proper notices were given and the proceedings were properly recorded and signed in the Minutes book as required by the Articles of Association of the Company and the Companies Act, 2013.

12. DIRECTORS' RESPONSIBILITY STATEMENT - SECTION 134(5) OF THE COMPANIES ACT, 2013:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The directors had prepared the annual accounts on a going concern basis.
- The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

13. COMMITTEES OF THE COMPANY:

a) AUDIT COMMITTEE:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with applicable Rule of the Companies (Meetings of Board and its Powers) Rules, the Board of Directors of the Company has, constituted Audit Committee to oversee the Vigil Mechanism and to review the performance of finance and accounts section.

The Audit Committee of the Company comprises the following members;

- Mr. Omachyutam Singh Chauhan, **Chairman** - Independent Director
- Mr. Daljeet Kharbanda, Member - Independent Director
- Mr. Anoop Agrawal, Member - Whole Time Director

b) NOMINATION & REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company has, constituted the Nomination & Remuneration committee which comprises following directors;

- Mrs. Bhavana Pujara, **Chairman** - Independent Director

- | | |
|-----------------------------------------|------------------------|
| 2. Mr. Daljeet Kharbanda, Member | - Independent Director |
| 3. Mr. Omachyutam Singh Chauhan, Member | - Independent Director |

The Nomination & Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down. Recommended to the Board their appointment and removal and shall carry out evaluation of every director performance.

The Committee had been consulted to review and approve the annual salaries, commission, service agreement and other employment conditions for the executive directors.

c) STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company has constituted the Stakeholders Relationship Committee which comprises following directors;

- | | |
|-------------------------------------------|------------------------|
| 1. Mr. Daljeet Kharbanda, Chairman | - Independent Director |
| 2. Mr. Omachyutam Singh Chauhan, Member | - Independent Director |
| 3. Mr. Anoop Agrawal, Member | - Whole Time Director |

The function of the Stakeholders Relationship Committee of the Company is to consider and resolve the security holders' concern or complaints. The Committee shall monitor and review the investor service standards of the Company.

d) CSR COMMITTEE

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Board of Directors of the Company has Re-constituted the CSR Committee which comprises following directors;

- | | |
|-----------------------------------------|------------------------|
| 1. Mr. Arun Kumar Jain, Chairman | - Managing Director |
| 2. Mr. Anoop Agrawal, Member | - Whole Time Director |
| 3. Mrs. Bhavana Pujara, Member | - Independent Director |

Company will undertake projects/activities under Corporate Social Responsibility as specified in Schedule VII of the Companies Act, 2013.

e) SEXUAL HARASSMENT COMMITTEE (INTERNAL COMPLAINT COMMITTEE)

Pursuant to applicable Rules and Regulations, the Board of Directors of the Company has constituted the Sexual Harassment Committee (Internal Complaint Committee) which comprises following Members;

- | | |
|-----------------------------------------|------------------------|
| 1. Mrs. Bhavana Pujara, Chairperson | - Independent Director |
| 2. Mrs. Jigna Patel, Independent Member | - Independent Member |
| 3. Mr. Anoop Agrawal, Member | - Whole Time Director |
| 4. Mr. Arun Kumar Jain, Member | - Managing Director |

VIGIL MECHANISM

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules,

2014, framed the Whistle Blower Policy for Directors and employees of the Company to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is a route for taking up a grievance about a personal situation.

Whistle blower policy is disclosed on the website of the Company at www.highwayinfrastructure.in.

The Board of Directors of the Company has constituted Audit Committee to oversee the Vigil Mechanism.

The employees of the Company have the right to report their concern/grievance to the Audit Committee constituted by the Board of Directors to oversee the Vigil mechanism.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

AUDITORS AND REPORTS:

The matters related to Auditors and their Reports are as under:

M/s Anil Kamal Garg & Co. (Firm Reg No. 004186C), be and is hereby appointed as statutory auditors of the Company to fill the casual Vacancy caused by the resignation of M/s Sarda Kasat & Co. (M.No – 073348) at EGM held on 10th August,2022 for 5 Financial Year.

a. Observations of statutory auditors on accounts for the period ended 31st march 2022:

The observations made by the Statutory Auditors in their report for the financial period ended 31st March 2022 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

SHARE CAPITAL

- A) Increase in Authorised Capital –NIL
- B) Bonus Share Issue –NIL
- C) Issue of equity shares with differential rights- NIL
- D) Issue of sweat equity shares - NIL
- E) Issue of employee stock options - NIL
- F) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees – NIL

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Particulars of Loans, Guarantees and Investment covered under the provisions of Section 186 of the Companies Act, 2013, if any, are given in the notes to the Financial Statements forms part of the Annual report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

| S.No | Name and address of the Company | Date of Incorporation | CIN/GLN | Holding/ Subsidiary / Associate | % of Shares held |
|------|---------------------------------------------|-----------------------|-----------------------|---------------------------------|------------------|
| 1. | Highway and Tondon Tollways | 25.08.2018 | - | Association of Person's (AOP) | 51% |
| 2. | Highway and Tondon Tollways Private Limited | 23.04.2019 | U45309MP2019PTC048427 | Subsidiary | 51% |

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

ACKNOWLEDGEMENT:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. The Directors are pleased to record their sincere appreciation for the devotion and sense of commitment shown by the employees at all the levels and acknowledge their contribution towards sustained progress and performance of your company. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**For and on Behalf of Board of Director's
Highway Infrastructure Limited**

HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

**Arun Kumar Jain
Managing Director
DIN: 00006132**

DIRECTOR.

**Anoop Agrawal
Whole Time Director
DIN: 00006120**

**Place: Indore
Date: 05/09/2022**

HIGHWAY INFRASTRUCTURE LIMITED

DIRECTOR

DIRECTOR

“ANNEXURE A”

Particulars of contracts/arrangements entered into by the company with related parties

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013

| 1. Details of contracts or arrangements or transactions not at arm's length basis | | | | | | | |
|----------------------------------------------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| Name(s) of the related party and nature of relationship (a) | Nature of contracts / arrangements/ transactions (b) | Duration of the contracts / arrangements/ transactions (c) | Salient terms of the contracts or arrangements or transactions including the value, if any (d) | Justification for entering into such contracts or arrangements or transactions (e) | Date of approval by the Board (f) | Amount paid as advances, if any (g) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 (h) |
| NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| 2. Details of material contracts or arrangement or transactions at arm's length basis | | | | | | | |
| Name(s) of the related party and nature of relationship (a) | Nature of contracts/ arrangements/ transactions (b) | Duration of the contracts / arrangement s/ transactions (c) | Salient terms of the contracts or arrangements or transactions including the value, if any (d) | Date(s) of approval by the Board, if any (e) | Amount paid as advances, if any (f) | | |
| Anoop Agrawal (Whole Time Director) | 1) Rent | FY 2021-22 | 1) Rs. 5.84 Lakhs | 20/04/2021 | - | | |
| International Service Center (Director's Father's Concern) | Diesel Purchase | FY 2021-22 | Rs. 184.19Lakhs | 20/04/2021 | - | | |
| Alok Bulk Carrier (Director's | Diesel Purchase | FY 2021-22 | Rs. 988 | 20/04/2021 | - | | |

| | | | | | |
|----------------------------------------------------------------|-------------------|------------|------------------|------------|---|
| Brother's Concern) | | | | | |
| Vinod Kumar Jain (Director's Brother's) | Work Sub Contract | FY 2021-22 | Rs. 296.83 Lakhs | 20/04/2021 | - |
| Gangotri Developers Pvt. Ltd. (Director's Relative Concern) | Diesel Purchase | FY 2021-22 | Rs. 38.56Lakhs | 20/04/2021 | - |
| Dharti Highway LLP (Director's Partnership concern) | Purchase of Goods | FY 2021-22 | Rs. 300.84 Lakhs | 20/04/2021 | - |

For and on Behalf of Board of Director's
Highway Infrastructure Limited

HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

Date: 05/09/2022
Place: Indore

Arun Kumar Jain
Managing Director
DIN: 00006132

Anoop Agrawal
Whole Time Director
DIN: 00006120

HIGHWAY INFRASTRUCTURE LIMITED

DIRECTOR

DIRECTOR

ANNEXURE -A

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2021

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|-------------|---------------------------------------------------------------------------|--------------------------------------------------------------------|
| i. | CIN | U45203MP2006PLC018398 |
| ii. | Registration Date | 10/02/2006 |
| iii. | Name of the Company | Highway Infrastructure Limited |
| iv. | Category/Sub-Category of the Company | Company Limited by Shares/Non - Government Company |
| v. | Address of the Registered office and contact details | 57-FA, Sch. No. 94, Pipliyahana Junction, Ring Road, Indore-452016 |
| vi. | Whether listed company | No |
| vii. | Name, Address and Contact details of Registrar and Transfer Agent, if any | Bigshare Services Private Limited |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

| Sr. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|----------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| 1 | Construction Activity | 4100 | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| S.No | Name and address of the Company | Date of Incorporation | CIN/GLN | Holding/ Subsidiary / Associate | % of Shares held |
|------|-------------------------------------------|-----------------------|-----------------------|---------------------------------|------------------|
| 1. | Highway and Tondon Tollways | 25.08.2018 | - | Association of Person's (AOP) | 51% |
| 2. | Highway & Tondon Tollways Private Limited | 24.03.2019 | U45309MP2019PTC048427 | Subsidiary | 51% |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------|-------------------------------------------------|----------|---------|-------------------|-------------------------------------------|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| 1) Indian | | | | | | | | | |
| a) Individual/ HUF | 9631534 | 0 | 9631534 | 100 | 9631534 | 0 | 9631534 | 100 | NA |
| b) Central Govt. | - | - | - | - | - | - | - | - | - |
| c) State Govt.(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp | - | - | - | - | - | - | - | - | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total(A)(1):- | 9631534 | 0 | 9631534 | 100 | 9631534 | 0 | 9631534 | 100 | NA |
| 2) Foreign | | | | | | | | | |
| g) NRIs- Individuals | - | - | - | - | - | - | - | - | - |
| h) Other- Individuals | - | - | - | - | - | - | - | - | - |
| i) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| j) Banks / FI | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|---|---|---|---|---|---|---|
| k) Any Other.... | - | - | - | - | - | - | - | - | - |
| Sub-total(A)(2):- | - | - | - | - | - | - | - | - | - |
| B. Public Shareholding | - | - | - | - | - | - | - | - | - |
| 1. Institutions | - | - | - | - | - | - | - | - | - |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks / FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt. | - | - | - | - | - | - | - | - | - |
| d) State Govt.(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FII's | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| Sub-total(B)(1) | - | - | - | - | - | - | - | - | - |
| 2. Non Institutions | - | - | - | - | - | - | - | - | - |
| a) Bodies Corp. (i) Indian (ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | - | - | - | - | - | - | - | - | - |
| c) Others (Specify) | - | - | - | - | - | - | - | - | - |
| d) Sub-total(B)(2) | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | |
|---------------------------------------------|---------|---|---------|-----|---------|---|---------|-----|----|
| Total Public Shareholding (B)=(B)(1)+(B)(2) | - | - | - | - | - | - | - | - | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 9631534 | 0 | 9631534 | 100 | 9631534 | 0 | 9631534 | 100 | NA |

ii. Shareholding of Promoters

| S. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|--------|---------------------------|-------------------------------------------|----------------------------------|--------------------------------------------------|-------------------------------------|----------------------------------|--------------------------------------------------|------------------------------------------|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1. | Mr. Arun Kumar Jain | 3325487 | 34.53% | N.A | 3325487 | 34.53% | NA | NA |
| 2. | Mr. Anoop Agrawal | 3587397 | 37.25% | N.A | 3587397 | 37.25% | NA | NA |
| 3. | Mr. Alok Agrawal | 367510 | 3.82% | N.A | 367510 | 3.82% | NA | NA |
| 4. | Mrs. Neetu Agrawal | 470910 | 4.89% | N.A | 470910 | 4.89% | NA | NA |
| 5. | Mrs. Rachna Agrawal | 376310 | 3.91% | N.A | 376310 | 3.91% | NA | NA |
| 6. | Mrs. Jyoti Jain | 1368620 | 14.21% | N.A | 1368620 | 14.21% | NA | NA |
| 7. | Mr. Ajay Tandon | 110 | 0.001% | N.A | 110 | 0.001% | NA | NA |
| 8. | Deepak Kumar Agrawal- HUF | 110 | 0.001% | N.A | 110 | 0.001% | NA | NA |
| 9. | Mr. Om Prakash Gupta | 110 | 0.001% | N.A | 110 | 0.001% | NA | NA |
| 10. | Mrs. Tripat Kaur Arneja | 110 | 0.001% | N.A | 110 | 0.001% | NA | NA |
| 11. | Mr. Ravi Bansal | 110000 | 1.14% | N.A | 110000 | 1.14% | NA | NA |
| 12. | Arun Kumar Jain-HUF | 24750 | 0.26% | NA | 24750 | 0.26% | NA | NA |

| | | | | | | | | |
|-----|-----------------|----------------|-------------|-----------|----------------|-------------|-----------|-----------|
| 13. | Mr. Vikas Kumar | 110 | 0.001% | NA | 110 | 0.001% | NA | NA |
| | Total | 9631534 | 100% | NA | 9631534 | 100% | NA | NA |

iii. Change in Promoters' Shareholding (please specify, if there is no change): NIL

iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

| | Shareholding at the beginning of the year | | Shareholding at the end of the year | | Changes during the year | | | | | Reason |
|---------------------------|-------------------------------------------|----------------------------------|-------------------------------------|----------------------------------|-------------------------|-----------------------------|----------------------------|----------|----------|--------|
| | No. of Shares | % of Total Shares of the Company | No. of shares | % of Total Shares Of the Company | Date | No. Of Shares Before change | No. of Shares After Change | Increase | Decrease | |
| Ajay Tandon | 110 | 0.00% | 110 | 0.00% | - | - | - | - | - | - |
| Ravi Bansal | 110000 | 1.14% | 110000 | 1.14% | - | - | - | - | - | - |
| Deepak Kuma Agrawal - HUF | 110 | 0.00% | 110 | 0.00% | - | - | - | - | - | - |
| Tripat Kaur Arneja | 110 | 0.00% | 110 | 0.00% | - | - | - | - | - | - |

V. Shareholding of Directors and Key Managerial Personnel

| For Each of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-------------------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| Arun Kumar Jain | | | | |
| At the beginning of the year | 3325487 | 34.53% | 3325487 | 34.53% |
| Date wise Increase/Decrease in shareholding during the year | | | | |

| Date | No. of Shares | Reason for Increase/Decrease | No. of Shares | % of total shares of the Company |
|-------------------------------------------------------------|---------------|------------------------------|---------------|----------------------------------|
| No Change | No Change | - | - | - |
| At the end of the year | 3325487 | 34.53% | 3325487 | 34.53% |
| Mr. Anoop Agrawal | | | | |
| At the beginning of the year | 3587397 | 37.25% | 3587397 | 37.25% |
| Date wise Increase/Decrease in shareholding during the year | | | | |
| Date | No. of Shares | Reason for Increase/Decrease | No. of Shares | % of total shares of the Company |
| No Change | No Change | - | - | - |
| At the end of the year | 3587397 | 37.25% | 3587397 | 37.25% |

V. INDEBTEDNESS

| | Secured Loans Excluding Deposits | Unsecured Loans | Deposits | Total Indebtedness |
|-----------------------------------------------------|----------------------------------|--------------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 264,495,740 | 40,392,785 | - | 304,888,525 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not paid | - | - | - | - |
| Total (i+ii+iii) | 264,495,740 | 40,392,785 | - | 304,888,525 |
| Change in Indebtedness during the financial year | | | | |
| - Addition | 52,980,522 | 67,247,016 | - | 120,227,538 |
| - Reduction | - | - | - | - |
| Net Change | 52,980,522 | 67,247,016 | - | 120,227,538 |
| Indebtedness at the end of the financial year | 317,476,262 | 107,639,801 | - | 425,116,063 |
| i) Principal Amount | | | | |

| | | | | |
|-----------------------------------|------------------|------------------|----------|--------------------|
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | 317476262 | 107639801 | - | 425,116,063 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| S.No | Particular of Remuneration | Mr. Arun Kumar Jain (Whole Time Director) | Mr. Anoop Agrawal (Managing Director) | Total |
|------|-------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------|-------------------|
| 1 | Gross Salary | 11,100,000 | 11,100,000 | 22,200,000 |
| | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | | | |
| | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961 | - | - | - |
| | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961 | - | - | - |
| 2 | Stock Options | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | | | |
| | - as % of profit | - | - | - |
| | - others, specify.... | - | - | - |
| 5 | Others, please specify | - | - | - |
| | Total | 11,100,000 | 11,100,000 | 22,200,000 |
| | Ceiling as per the Act | N.A. | N.A. | N.A. |

B. Remuneration to other directors:

1. Independent Directors: Remuneration was paid to Independent directors as follow:

| S.No. | Particular of Remuneration | Mr.Omachyutam Singh Chauhan | Mr. Daljeet Kharbanda | Mrs. Bhavana Pujara | Total |
|-------|-----------------------------------------------------|-----------------------------|-----------------------|---------------------|---------|
| 1 | Fee for attending Board Meeting/ Committee Meetings | 34,000 | 34,000 | 36,000 | 104,000 |
| 2 | Commission | - | - | - | - |
| 3 | Others, please specify | - | - | - | - |

| | | | | |
|-----------|--------|--------|--------|---------|
| Total B.1 | 34,000 | 34,000 | 36,000 | 104,000 |
|-----------|--------|--------|--------|---------|

2. Other Non-Executive Directors: No remuneration was paid to other Non-Executive directors

| S.No. | Particular of Remuneration | | Total |
|-------|--------------------------------------------|---|-------|
| 1 | Fee for attending Board/Committee Meetings | - | |
| 2 | Commission | - | - |
| 3 | Others, please specify | - | - |
| | Total B.2 | - | - |
| | Total (B1+B2) | - | - |
| | Total Managerial Remuneration | - | - |
| | Overall Ceiling as per the Act | - | - |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

| S.No. | Particular of Remuneration | Mr. Ankit Tandon (CEO) | Miss. Mansi Garg |
|-------|-------------------------------------------------------------------------------------|------------------------|------------------|
| 1 | Gross Salary | 3,600,000 | 3,00,000 |
| | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | - | |
| | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961 | - | |
| | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961 | - | |
| 2 | Stock Options | - | |
| 3 | Sweat Equity | - | |
| 4 | Commission | - | |
| | - as % of profit | - | |
| | - Others, specify.... | - | |
| 5 | Others, please specify | - | |
| | Total C | 3,600,000 | 3,00,000 |

VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES: NOT APPLICABLE

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | AUTHORITY [RD / NCLT / COURT] | Appeal made, if any(give details) |
|------------------------------------|------------------------------|-------------------|------------------------------------------------------------|-------------------------------|-----------------------------------|
| A. COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. DIRECTOR | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. OTHER OFFICER IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

**For and on behalf of the Board of Directors
For Highway Infrastructure Limited**

HIGHWAY INFRASTRUCTURE LIMITED,

DIRECTOR

**Arun Kumar Jain
Director
DIN:00006132**

DIRECTOR

**Anoop Agrawal
Director
DIN: 00006120**

HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR

“ANNEXURE – C”

A brief outline of the Company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

Corporate Social Responsibility (CSR) is the contribution from the Corporate towards Social and Economic development of Society. CSR integrates Organization, Society and Planet. CSR policy should ensure activities which may include sustainable development by skill enhancement, sustainable environment, promotion to gender equality, eradication of hunger, promotion of education, prevention of health care and sanitation, care for senior citizens and differently abled persons, etc.

1. The CSR policy of the Company is stated in www.highwayinfrastructure.in

Composition of CSR Committee

| | |
|-------------------------------|------------------------|
| Mr. Arun Kumar Jain, Chairman | - Managing Director |
| Mr. Anoop Agrawal, Member | - Whole Time Director |
| Mrs. Bhavana Pujara, Member | - Independent Director |

In accordance with Section 135 of the Companies Act, 2013 and rules made thereunder and pursuant to the recommendation of CSR Committee, it was required to undertake social responsibility projects as per the CSR policy of the Company

2. Average Net Profit of the Company for last three Financial Years (i.e. F.Y 2018-2019,2019-2020,2020-2021) **Rs 76,907,307**
3. Prescribed CSR Expenditure (two per cent of the amount as in item 2 above) Rs. /- 1,538,146

Provision made for CSR

(In Rs.)

| | |
|-------------------------------------|-----------------------------------------------------------|
| For F.Y. 2018-19 | |
| Requirement as Per Companies Act | 13,21,825.9 |
| Actual provision Made | 9,95,388 |
| Less Provision for F.Y. 2017-18 (A) | 3,26,437.9 |
| | *Adjusted against excess provision made in the year 2017* |
| For F.Y. 2019-20 | |
| Requirement as Per Companies Act | 13,98,809.3 |
| Actual provision Made | 13,98,909 |
| Excess Provision made (B) | -99.6 |
| For F.Y. 2020-21 | |
| Requirement as Per Companies Act | 15,45,564 |
| Actual provision Made | 16,16,897 |
| Excess Provision made (C) | 71,333 |

Details of CSR spent during the financial year 2021-22

Total amount spent in the financial year 2021-22: Rs. 1,750,141 /-

Manner in which the amount spent during the financial year is detailed below:

| S.No | CSR project or activity Identified | Sector in which the Project is covered | Area where the Project/ Program was undertaken | Amount Spent | Amount Spent Director through implementing agency |
|------|---------------------------------------------------------|--------------------------------------------|------------------------------------------------|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Purchased oxygen Concentrator & Bipap for distribution. | Promoting Health Care | Indore (M.P.) | Rs. 16,99,821 | Purchased oxygen concentrator directly from pharma Shops some of them named as: Shubh Pharma, Hayana Enterprises, Universal Medial instruments, Jaikrit distributors |
| 2. | Distribution of food grains to COVID-19 driven suffers. | Eradicating hunger, Poverty & malnutrition | Indore (M.P.) | 1) Rs. 50,320 | Purchased grains from Mahesh Kumar Babulal Agrawal |

The CSR committee examined various proposals for CSR activities. However, the Company could consider only those proposals which could meet the objectives of Company's CSR policy. The Company exercises prudence in undertaking and investing in projects that are unique, scalable and sustainable.

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

For Highway Infrastructure Limited

HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

Date :05/09/2022
Place: Indore

Arun Kumar Jain
Chairman of CSR Committee
Managing Director
(DIN: 00006132)

Anoop Agrawal
Member of CSR Committee
Whole Time Director
(DIN:00006120)

HIGHWAY INFRASTRUCTURE LIMITED

DIRECTOR

DIRECTOR



INDEPENDENT AUDITORS' REPORT

To,
The Members,
HIGHWAY INFRASTRUCTURE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **HIGHWAY INFRASTRUCTURE LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31st, 2022, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2022, and its *Profit* and its *Cash Flows* for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Contd...2



Responsibility of Management and Those Charged with Governance for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



Contd...3

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Contd...4



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies Auditor's Report Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on March 31st, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2022, from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B"; and
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note-28 to the financial statements.



- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv)
 - (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- (v) The Company has not declared or paid any dividend during the year.



3. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

Place : Indore
Dated : September 5th, 2022

For **Anil Kamal Garg & Company**
Chartered Accountants
ICAI Firm Registration No. : 004186C



(Devendra Bansal)

Partner

Membership No. : 078057

ICAI UDIN : 22078057AXBRT2485

ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors' Report of even date to the members of **Highway Infrastructure Limited** on the standalone financial statements as of and for the year ended March 31st, 2022, we report that-

- (i)(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us by the management and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) recorded in the books of accounts of the Company are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- (ii)(a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and the coverage and procedure of such verification by the management is appropriate in relation to the size of the Company and the nature of its business. It has been explained to us that the discrepancies noticed on physical verification of inventory as compared to books and records were not more than 10% in the aggregate for each class of inventory and the variation has been appropriately dealt with in the books of accounts.

Contd...2



- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets during the year. On the examination of records, it has been observed that the quarterly returns or statements filed by the company with such banks or financial institutions are in Agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made investments as a member in one Association of Person namely 'M/s. Highway and Tandon Tollways AOP' and one subsidiary company namely M/s. Highway Tandon and Tollways Pvt. Ltd.. Further, during the year, the company has also provided guarantees in respect of Bank Gaurantees issued by the Banks in favour of M/s. Highway Tandon and Tollways AOP & M/s. CMR Infrastructure Pvt. Ltd. and in respect of Loan obtained from Bank by one LLP namely M/s. Dharti Highway LLP. The Company has also granted unsecured loans in the nature of loans and advances to companies, in respect of which requisite information* is given below.
- (a) (i) Based on the audit procedure carried on by us and as per the information and explanation given to us, the details of loans and Gaurantees provided by the Company to companies and other parties, are given herewith in a tabular form, as under :

| Particulars | Subsidiary (i) | Joint Venture (ii) | Associate (iii) | Others (iv) | [Rs. in Lakhs] |
|-----------------------------------------------------------------------------------------|-------------------|--------------------------|--------------------|----------------|------------------------------|
| | | | | | Total [(v) = (i) to (iv)] |
| A) LOANS GIVEN | | | | | |
| Aggregate amount of loan advanced during the year ended 31 st March, 2022 | 182.00 | Nil | Nil | Nil | 182.00 |
| Balance Outstanding as at Balance Sheet date i.e. 31 st March, 2022 | 182.00 | Nil | Nil | Nil | 182.00 |
| B) GAURANTEES GIVEN | | | | | |
| Aggregate amount of guarantees given during the year ended 31 st March, 2022 | Nil | Nil | Nil | 1910.72 | 1910.72 |
| Balance Outstanding as at Balance Sheet date i.e. 31 st March, 2022 | Nil | Nil | Nil | 1910.72 | 1910.72 |



[3]

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of secured and unsecured loans are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the loan has been granted without any security and without stipulating any schedule of repayment of principal and interest. As the loan is repayable on Demand along with interest, the question as to regularity of the repayment or interest receipts does not arise.
- (d) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, there being no stipulated schedule of repayment and the Company having not demanded the repayment of loan, the loan so granted has not become overdue.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has granted loans to its related parties and Others, without any security, repayable on demand and which does not specify any terms and period of repayment, the details of which are mentioned below :

[□ in Lakhs]

| Particulars | All Parties | Promoters | Related Parties | Others |
|------------------------------------------------------------------------------------------------------------------------|----------------------|-----------|-----------------|--------|
| | [(i) + (ii) + (iii)] | (i) | (ii) | (iii) |
| (a) Aggregate of total loans/advances in nature of loan | 182.00 | - | 182.00 | - |
| (b) Out of total loans and advances, repayable on demand / agreement does not specify any terms or period of repayment | 182.00 | - | 182.00 | - |
| Percentage of loans/ advances in nature of loan to the total loans [b/a*100] | 100% | - | 100% | - |

- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided any guarantee or security as specified under Sections 185 and 186 of the Act. In respect of the investments made and loans given by the Company, in our opinion the provisions of Sections 185 and 186 of the Act have been complied with.



Contd...4

- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of section 73 to 76 and other relevant provisions of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable to the Company.
- (vi) As per information and explanations given to us, the Central Government has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act, for the business of the Company.
- (vii)(a) According to the information and explanations given to us and on the basis of examination of the records of the Company, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and any other statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us, no undisputed amount payable in respect of aforesaid dues were in arrears as on 31st March, 2022 for a period more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of goods and services tax, provident fund, employees' state insurance, income tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to it, which have not been deposited with the appropriate authorities on account of any dispute, *except for the following:*

[Rs. in Lakhs]

| Name of the Statute | Nature of Dues | Amount not Deposited | Period to which the amount relates (F.Y.) | Forum where the dispute is pending |
|---------------------|-----------------|----------------------|-------------------------------------------|-----------------------------------------------|
| MP VAT Act, 2002 | Value Added Tax | 3.41 | 2016-17 | Deputy Commissioner of Commercial Tax, Indore |
| | | 2.04 | 2017-18 | |
| | (A) | 5.45 | | |
| Entry Tax Act, 1976 | Entry Tax | 13.66 | 2013-14 | Deputy Commissioner of Commercial Tax, Indore |
| | | 1.19 | 2016-17 | |
| | | 0.40 | 2017-18 | |
| | (B) | 15.25 | | |
| Total (A+B) | | 20.70 | | |



Contd... 5

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix)(a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared as Wilful Defaulter by any bank or financial institution or other lender.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
- (d) According to the records of the Company examined by us and the information and explanation given to us, funds raised on short-term basis have, prima facie, not been utilised during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (g) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x)(a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.
- (xi)(a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

Contd...6



- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) As per the information and explanation given by the management there was no whistle blower complaints received by the company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company does not have internal audit system and is not required to have an internal audit system as per provisions of the Companies Act, 2013. Accordingly, the reporting under clause 3(xiv) of the Order is not applicable to the company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.



- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations provided to us during the course of audit, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been resignation of the Statutory Auditor of the company during the year for the ensuing years and there was no issues, objections or any concern raised by the outgoing Auditor.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and Management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) There are no unspent amounts towards Corporate Social Responsibility requiring a transfer to a fund specified in Schedule VII to the Act in compliance with the second proviso to Sub-section (5) of the Section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Anil Kamal Garg & Company**

Chartered Accountants

ICAI Firm Registration No. : 004186C

Place : Indore

Dated : September 5th, 2022



(**Devendra Bansal**)

Partner

Membership No. : 078057

ICAI UDIN : 22078057AXBRWT2485

ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Referred to in Paragraph 2(f), under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors' Report of even date to the members of **Highway Infrastructure Limited** on the standalone financial statements as of and for the year ended March 31st, 2022, we report that:

We have audited the internal financial controls with reference to financial statements of **Highway Infrastructure Limited** ("the Company") as of 31st March, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls With Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Anil Kamal Garg & Company**

Chartered Accountants

ICAI Firm Registration No. : 004186C

Place : Indore

Dated : September 5th, 2022



(**Devendra Bansal**)

Partner

Membership No. : 078057

ICAI UDIN : 22078057AXBRWT2A85



INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To,
The Members,
HIGHWAY INFRASTRUCTURE LIMITED

Report on the Audit of the Consolidated Financial Statements

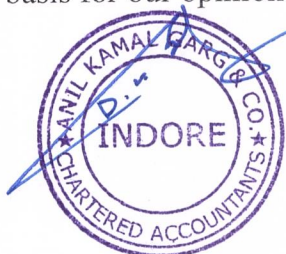
Opinion

We have audited the accompanying Financial Statements of **HIGHWAY INFRASTRUCTURE LIMITED** ("the Holding Company"), its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group"), which comprises the Consolidated Balance Sheet as at March 31st, 2022, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31st, 2022, its Consolidated *Profit* and its Consolidated Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Responsibility of Management and Those Charged with Governance for the Consolidated Financial Statements

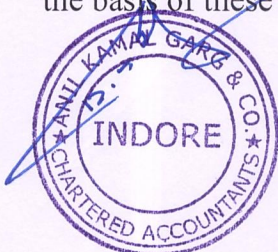
The Holding Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors are also responsible for overseeing the financial reporting process of the Group.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



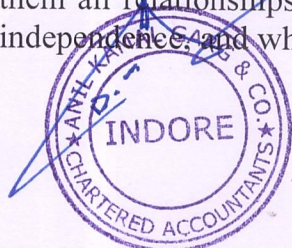
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As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



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

Other Matters

We did not audit the financial statements and other financial information of the subsidiary namely 'M/s. Highway & Tandon Tollways Private Limited whose financial statements reflect Group's Share of Net Profit of Rs. 503.13/- [*Rs. in thousands*] for the year ended on March 31st, 2022, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

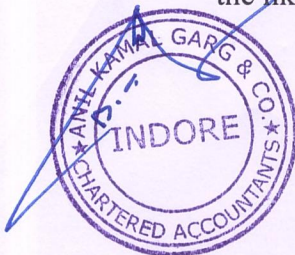
1. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;



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[5]

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31st, 2022, taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the companies in the Group is disqualified as on March 31st, 2022, from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure-A”; and
- (g) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements – Refer Note-30 to the consolidated financial statements.
 - (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
 - (iv) (a) The respective Management of the Holding Company and its subsidiary has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



Contd..6

[6]

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

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

(v) The Group has not declared or paid any dividend during the year.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements to which reporting under CARO is applicable, as provided to us by the Management of the Holding Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements except that on clause 3(iii) and (vii) of the Order as given in our CARO report of the standalone financial statements of the Holding Company.

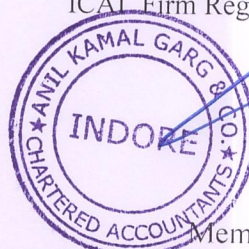
Place : Indore

Dated : September 21st, 2022

For **Anil Kamal Garg & Company**

Chartered Accountants

ICAI Firm Registration No. : 004186C



(Devendra Bansal)

Partner

Membership No. : 078057

ICAI UDIN : 22078057BDOJUD9737

ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Referred to in Paragraph 2(f), under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors' Report of even date to the members of **HIGHWAY INFRASTRUCTURE LIMITED** on the consolidated financial statements as of and for the year ended March 31st, 2022, we report that:

We have audited the internal financial controls with reference to Consolidated Financial Statements of **HIGHWAY INFRASTRUCTURE LIMITED** ("the Company") as of 31st March, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company management are responsible for establishing and maintaining internal financial controls based on the internal control with reference to Consolidated Financial Statements criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed, under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Contd... 2

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the respective Company's internal financial controls with reference to Consolidated Financial Statements.

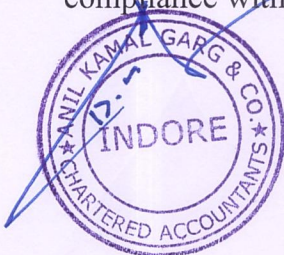
Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

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Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Parent Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

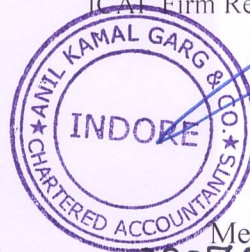
Place : Indore

Dated : September 21st, 2022

For **Anil Kamal Garg & Company**

Chartered Accountants

ICAI Firm Registration No. : 004186C



(Devendra Bansal)

Partner

Membership No. : 078057

ICAI UDIN : 22078057BDOJUD9737

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

| Sl. No. | [Rs. in Thousands] |
|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| Name of Subsidiary | 01 Highway & Tandon Tollways Private Limited (CIN : U45309MP2019PTC048427) |
| The date when subsidiary was acquired | 23-04-2019 |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period | N.A. (No different reporting period) |
| Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. | N.A. (There is no Foreign Subsidiary) |
| Share capital | Rs. 1,000.00/- |
| Reserves & surplus | Rs. 2,690.17/- |
| Total assets | Rs. 1,24,884.73/- |
| Total Liabilities | Rs. 1,21,194.56/- |
| Investments | Rs. NIL |
| Turnover | Rs. 1,670.00/- |
| Profit/(Loss) before taxation | Rs. 1,317.68/- |
| Provision for taxation | Rs. 330.19/- |
| Profit/(Loss) after taxation | Rs. 986.53/- |
| Proposed Dividend | Rs. NIL |
| Extent of shareholding (in percentage) | 51.00% |

1. Name of subsidiaries which are yet to commence operations: **NA**
2. Names of subsidiaries which have been liquidated or sold during the year: No Subsidiaries liquidated or sold during the year.

Part "B": Associates and Joint Ventures

(Not Applicable to the company as the company does not have any Associates or Joint venture with any entity)

For **Anil Kamal Garg & Company**

Chartered Accountants

ICAI Firm Registration No. 004186C

Place : Indore

Dated : September 21st, 2022

HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

Date: 21.09.2022

Place: Indore

(Arun Kumar Jain)

Director

DIN: 00006132

DIRECTOR.

(Anoop Agrawal)

Director

DIN: 00006120



(Devendra Bansal)

Partner

Membership No. : 078057

HIGHWAY INFRASTRUCTURE LIMITED AND ITS SUBSIDIARY

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2022

[Amount in Lakhs]

| Particulars | Note No. | As at 31st March, 2022 | As at 31st March, 2021 |
|----------------------------------------------------------------|----------|---------------------------|---------------------------|
| A | | | |
| <u>EQUITY AND LIABILITIES</u> | | | |
| I | | | |
| <u>SHAREHOLDERS' FUNDS</u> | | | |
| (a) Share Capital | 1 | 963.15 | 963.15 |
| (b) Reserves and Surplus | 2 | 5,282.92 | 4,451.22 |
| (c) Minority Interest | 3 | 18.08 | 13.25 |
| (I) | | 6,264.15 | 5,427.62 |
| II | | | |
| <u>NON-CURRENT LIABILITIES</u> | | | |
| (a) Long-Term Borrowings | 4 | 1,257.63 | 542.12 |
| (b) Deferred Tax Liabilities (Net) | 5 | 17.44 | 25.95 |
| (c) Long-Term Liabilities | 6 | 15.10 | 1,106.75 |
| (d) Long-Term Provisions | 7 | 42.40 | 39.69 |
| (II) | | 1,332.57 | 1,714.52 |
| III | | | |
| <u>CURRENT LIABILITIES</u> | | | |
| (a) Short-Term Borrowings | 8 | 2,993.63 | 2,245.44 |
| (b) Trade Payables | 9 | 886.68 | 1,713.34 |
| (c) Other Current Liabilities | 10 | 2,192.75 | 961.82 |
| (d) Short-Term Provisions | 11 | 370.47 | 314.47 |
| (III) | | 6,443.53 | 5,235.08 |
| <u>TOTAL RUPEES (I + II + III)</u> | | 14,040.24 | 12,377.22 |
| B | | | |
| <u>ASSETS</u> | | | |
| I | | | |
| <u>NON-CURRENT ASSETS</u> | | | |
| (a) <u>Property, Plant and Equipment and Intangible Assets</u> | 12 | | |
| i) Property, Plant and Equipment | 12-A | 1,460.52 | 1,680.50 |
| ii) Intangible Assets | 12-B | 3.70 | 5.12 |
| iii) Capital Work-in-Progress | 12-C | 1.75 | - |
| (I) | | 1,465.97 | 1,685.62 |
| (b) Non-Current Investments | 13 | 1,516.36 | 1,508.64 |
| (c) Other Non-Current Assets | 14 | 16.32 | 16.14 |
| (I) | | 2,998.64 | 3,210.40 |
| II | | | |
| <u>CURRENT ASSETS</u> | | | |
| (a) Current Investments | 15 | 110.03 | 293.30 |
| (b) Inventories | 16 | 6,041.51 | 4,118.30 |
| (c) Trade Receivables | 17 | 1,559.41 | 1,250.19 |
| (d) Cash and Cash Equivalents | 18 | 60.89 | 96.20 |
| (e) Short-Term Loans and Advances | 19 | 257.55 | 384.26 |
| (f) Other Current Assets | 20 | 3,012.21 | 3,024.56 |
| (II) | | 11,041.60 | 9,166.81 |
| <u>TOTAL RUPEES (I + II)</u> | | 14,040.24 | 12,377.22 |
| Significant Accounting Policies & Practices and Other Notes | 29 | | |
| Additional Regulatory Information | 30 | | |

The accompanying Notes form an integral part of these Consolidated Financial Statements

As per our report of even date attached

HIGHWAY INFRASTRUCTURE LIMITED.

For and on behalf of the Board of Directors

For Anil Kamal Garg & Company

Chartered Accountants

ICAI Firm Registration No. 004186C

DIRECTOR

(Arun Kumar Jaip)
Managing Director
DIN : 00006132

DIRECTOR.

(Anoop Agrawal)
Whole Time Director
DIN : 00006120

(Ankit Tandon)
CEO
DIN : 03561530

(Mansi Garg)
Company Secretary
Membership No. 59488



Place : Indore
Dated : September 21st, 2022

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HIGHWAY INFRASTRUCTURE LIMITED AND ITS SUBSIDIARY
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

[Amount in Lakhs]

| Particulars | | Note No. | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|-------------------------------------------------------------|----------------------------------------------------------------------------------|----------|--------------------------------|--------------------------------|
| REVENUE | | | | |
| I | Revenue from Operations | 21 | 29,180.66 | 14,663.21 |
| II | Other Income | 22 | 262.78 | 231.42 |
| III | TOTAL INCOME (I + II) | | 29,443.44 | 14,894.63 |
| EXPENSES | | | | |
| (a) | Operating Costs | 23 | 27,019.04 | 13,130.59 |
| (b) | Purchases of Land | 24 | 1,222.58 | - |
| (c) | Changes in Inventories of Finished Goods, Work-In-Progress and Stock-in-Trade | 25 | (1,923.21) | (822.60) |
| (d) | Employee Benefits Expense | 26 | 989.03 | 622.71 |
| (e) | Finance Costs | 27 | 560.52 | 351.39 |
| (f) | Other Expenses | 28 | 183.41 | 252.14 |
| (g) | Depreciation and Amortization | | 251.88 | 272.24 |
| | TOTAL EXPENSES (IV) | | 28,303.25 | 13,806.47 |
| V | Profit before exceptional and extraordinary items and tax (III-IV) | | 1,140.19 | 1,088.16 |
| VI | Exceptional items - Loss on Sale of Assets | | 11.00 | 85.53 |
| VII | Profit before extraordinary items and tax (V-VI) | | 1,129.19 | 1,002.63 |
| VIII | Extraordinary items | | - | - |
| IX | Profit before Tax (VII-VIII) | | 1,129.19 | 1,002.63 |
| X | Tax Expense: | | | |
| (a) | Current Tax | | 287.85 | 251.87 |
| (b) | (Less) : MAT Credit | | - | - |
| (c) | Current Tax Expense relating to prior years | | 13.33 | (9.90) |
| (d) | Deferred Taxation | | (8.52) | (24.57) |
| | | | 292.66 | 217.40 |
| XI | Profit for the year (IX-X) | | 836.53 | 785.23 |
| XII | Less : Minority Interest | | 4.83 | 6.61 |
| XIII | (Loss) / Profit transferred to Consolidated Financial Statement | | 831.70 | 778.62 |
| XIV | Earnings per share | | | |
| (a) | Basic | | 8.69 | 8.15 |
| (b) | Diluted | | 8.69 | 8.15 |
| Significant Accounting Policies & Practices and Other Notes | | 29 | | |
| Additional Regulatory Information | | 30 | | |

Notes form integral part of these Consolidated financial statements

As per our report of even date attached

HIGHWAY INFRASTRUCTURE LIMITED.
For and on behalf of the Board of Directors

DIRECTOR
(Arun Kumar Jain)
Managing Director
DIN : 00006132

DIRECTOR.
(Anoop Agrawal)
Whole Time Director
DIN : 00006120

(Ankit Tandon)
CEO
DIN : 03561530

(Mansi Garg)
Company Secretary
Membership No. 59488

For Agil Kamal Garg & Company
Chartered Accountants
ICAI Firm Registration No. 0041866
INDORE
(Devendra Bansal)
Partner
Membership No. 078057
ICAI UDIN **22078057BDO3UD9737**

Place : Indore
Dated : September 21st, 2022

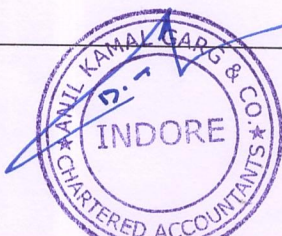
HIGHWAY INFRASTRUCTURE LIMITED AND ITS SUBSIDIARY

CIN : U45203MP2006PLC018398

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

[Amount in Lakhs]

| Sno. | Particulars | Year ended 31st March, 2022 | | Year ended 31st March, 2021 | |
|-----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------|------------|-----------------------------|----------|
| A. | CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| | Net Profit before Tax and Exceptional Items as per Consolidated Statement of Profit and Loss | | 1,129.19 | | 1,002.63 |
| | Adjustments for : | | | | |
| | Depreciation and Amortization | 251.88 | | 272.24 | |
| | Corporate Social Responsibility | 17.50 | | 16.17 | |
| | Interest Income | (40.68) | | (39.27) | |
| | Land Lease Income | (3.57) | | (2.74) | |
| | Provision for Gratuity | - | | 4.64 | |
| | Interest Expenses | 403.21 | | 282.32 | |
| | Profit on Sale of Immovable Properties | (52.75) | | (69.84) | |
| | Loss on Sale of Assets | 11.00 | | 85.53 | |
| | | | 586.59 | | 549.06 |
| | Operating Profit before Working Capital Changes | | 1,715.77 | | 1,551.69 |
| | Net change in: | | | | |
| | Trade Receivables | (309.22) | | 650.69 | |
| Inventories | (1,923.21) | | (822.59) | | |
| Other Current Assets | 12.35 | | (1,103.33) | | |
| Current Investment | 183.27 | | 143.34 | | |
| Short Term Loans and Advances | 126.71 | | (86.56) | | |
| Trade Payables | (826.65) | | 692.74 | | |
| Other Current Liabilities | 1,230.93 | | (1,290.13) | | |
| Short Term Provisions | 55.99 | | - | | |
| | | (1,449.84) | | (1,815.84) | |
| Cash generated from/ (used in) Operations | | 265.93 | | (264.15) | |
| Direct Taxes | | 301.18 | | 224.97 | |
| Net Cash generated from/ (used in) Operating Activities | | (35.24) | | (489.12) | |
| B. | CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| | Purchase of Fixed Assets | | (61.62) | | (147.24) |
| | Proceeds from Sale of Fixed Assets | | 18.39 | | 91.17 |
| | Purchases of Immovable Properties | | (7.71) | | (239.83) |
| | Investment in Long-Term Loans and Advances | | - | | - |
| | Investment in Other Non Current Assets | | (0.18) | | - |
| | Corporate Social Responsibility Payment | | (17.50) | | (35.63) |
| | Profit on sale of Immovable Properties | | 52.75 | | 69.84 |
| | Land Lease Income | | 3.57 | | 2.74 |
| | Interest Income | | 40.68 | | 39.27 |
| Net Cash generated from/ (used in) Investing Activities | | 28.38 | | (219.69) | |
| C. | CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| | (Repayment)/Proceeds of Long-term Borrowings | | 715.51 | | 315.33 |
| | (Repayment)/Proceeds of Short-term Borrowings | | 748.20 | | 151.97 |
| | Increase/ (Decrease) in Other Long-Term Liabilities | | (1,091.65) | | 599.65 |
| | Increase/ (Decrease) in Long-Term Provisions | | 2.70 | | - |
| | Interest Expenses | | (403.21) | | (282.32) |
| | Net Cash generated from/ (used in) Financing Activities | | (28.45) | | 784.64 |
| | NET CHANGE IN CASH AND CASH EQUIVALENTS [A+B+C] | | (35.31) | | 75.84 |
| | Cash and cash equivalents at the beginning of the year | | 96.20 | | 20.37 |
| | Cash and cash equivalents at the end of the year [Refer Note - 17] | | 60.89 | | 96.20 |
| Components of cash and cash equivalents as at year end comprise of : | | | | | |
| Cash in Hand | | 5.73 | | 21.47 | |
| Balance with Banks in Current Accounts | | 55.16 | | 74.73 | |
| | | 60.89 | | 96.20 | |



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

Note

- 1 All figures in brackets are outflow.
- 2 Cash and cash equivalents are as per balance sheet except for fixed deposits which are not considered as cash and cash equivalents as the maturity date is beyond twelve months.
- 3 The above consolidated cash flow statement has been prepared under 'Indirect Method' as set out in the Accounting Standard-3 on 'Cash Flow Statement' issued by the Institute of Chartered Accountants of India.

For and on behalf of the Board of Directors

HIGHWAY INFRASTRUCTURE LIMITED

DIRECTOR

(Anun Kumar Jain)

Managing Director

DIN : 00006132

(Anoop Agrawal)

Whole Time Director

DIN : 00006120

DIRECTOR

(Ankit Tandon)

CEO

DIN : 03561530

(Mansi Garg)

Company Secretary

Membership No. 59488

As per our report of even date attached

For Anil Kamal Garg & Company

Chartered Accountants

ICAI Firm Registration No. 004186C

INDORE

(Devendra Bansal)

Partner

Membership No. 078057

Place : Indore

Dated : September 21st, 2022

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HIGHWAY INFRASTRUCTURE LIMITED AND ITS SUBSIDIARY

CONSOLIDATED NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2022 AND CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DAY

NOTE - 1 - SHARE CAPITAL

A Authorised and Paid-up Share Capital

| Particulars | [Amount in Lakhs] | | | |
|---------------------------------------------|------------------------|----------|------------------------|----------|
| | As at 31st March, 2022 | | As at 31st March, 2021 | |
| | No. of Shares | Amount | No. of Shares | Amount |
| AUTHORISED | | | | |
| Equity Shares of Rs.10/- each | 1,35,00,000 | 1,350.00 | 1,35,00,000 | 1,350.00 |
| ISSUED, SUBSCRIBED & PAID-UP | | | | |
| Equity Shares of Rs.10/- each Fully Paid-up | 96,31,534 | 963.15 | 96,31,534 | 963.15 |
| TOTAL | 96,31,534 | 963.15 | 96,31,534 | 963.15 |

B. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

| Particulars | As at 31st March, 2022 | | As at 31st March, 2021 | |
|-------------------------------------------------|------------------------|--------|------------------------|--------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Shares outstanding at the beginning of the year | 96,31,534 | 963.15 | 96,31,534 | 963.15 |
| Shares issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 96,31,534 | 963.15 | 96,31,534 | 963.15 |

C. Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

| Particulars | As at 31st March, 2022 | | As at 31st March, 2021 | |
|----------------------|------------------------|--------------|------------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Shri Anoop Agrawal | 35,87,397 | 37.25 | 35,87,397 | 37.25 |
| Shri Arun Kumar Jain | 33,25,487 | 34.53 | 33,25,487 | 34.53 |
| Smt. Jyoti Jain | 13,68,620 | 14.21 | 13,68,620 | 14.21 |
| TOTAL | 82,81,504 | 85.99 | 82,81,504 | 85.99 |

D. Details of shares held by Promoters as defined in the Companies Act, 2013 as at 31st March, 2022 and as at 31st March, 2021

| Name of the Promoter | As at 31st March, 2022 | | As at 31st March, 2021 | | % Change during the year |
|-------------------------------|------------------------|-------------------|------------------------|-------------------|--------------------------|
| | No. of Shares held | % of Total Shares | No. of Shares held | % of Total Shares | |
| Shri Anoop Agrawal | 35,87,397 | 37.250 | 35,87,397 | 37.250 | - |
| Shri Arun Kumar Jain | 33,25,487 | 34.526 | 33,25,487 | 34.526 | - |
| Smt. Jyoti Jain | 13,68,620 | 14.206 | 13,68,620 | 14.206 | - |
| Smt. Neetu Agrawal | 4,70,910 | 4.890 | 4,70,910 | 4.890 | - |
| Smt. Rachna Agrawal | 3,76,310 | 3.910 | 3,76,310 | 3.910 | - |
| Shri Alok Agrawal | 3,67,510 | 3.820 | 3,67,510 | 3.820 | - |
| Shri Ravi Bansal | 1,10,000 | 1.140 | 1,10,000 | 1.140 | - |
| Shri Arun Kumar Jain HUF | 24,750 | 0.260 | 24,750 | 0.260 | - |
| Shri Ajay Tandon | 110 | 0.000 | 110 | 0.000 | - |
| Shri Deepak Kumar Agrawal HUF | 110 | 0.000 | 110 | 0.000 | - |
| Shri Om Prakash Gupta | 110 | 0.000 | 110 | 0.000 | - |
| Smt. Tripat Kaur Arneja | 110 | 0.000 | 110 | 0.000 | - |
| Shri Vikas Kumar Agrawal | 110 | 0.000 | 110 | 0.000 | - |
| TOTAL | 96,31,534 | 100.00 | 96,31,534 | 100.00 | - |



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

E. Details of shares held by Promoters as defined in the Companies Act, 2013 as at 31st March, 2021 and as at 31st March, 2020

| Name of the Promoter | As at 31st March, 2021 | | As at 31st March, 2020 | | % Change during the year |
|-------------------------------|------------------------|-------------------|------------------------|-------------------|--------------------------|
| | No. of Shares held | % of Total Shares | No. of Shares held | % of Total Shares | |
| Shri Anoop Agrawal | 35,87,397 | 37.250 | 35,87,397 | 37.250 | - |
| Shri Arun Kumar Jain | 33,25,487 | 34.526 | 33,25,487 | 34.526 | - |
| Smt. Jyoti Jain | 13,68,620 | 14.206 | 13,68,620 | 14.206 | - |
| Smt. Neetu Agrawal | 4,70,910 | 4.890 | 4,70,910 | 4.890 | - |
| Smt. Rachna Agrawal | 3,76,310 | 3.910 | 3,76,310 | 3.910 | - |
| Shri Alok Agrawal | 3,67,510 | 3.820 | 3,67,510 | 3.820 | - |
| Shri Ravi Bansal | 1,10,000 | 1.140 | 1,10,000 | 1.140 | - |
| Shri Arun Kumar Jain-HUF | 24,750 | 0.260 | 24,750 | 0.260 | - |
| Shri Ajay Tandon | 110 | 0.000 | 110 | 0.000 | - |
| Shri Deepak Kumar Agrawal HUF | 110 | 0.000 | 110 | 0.000 | - |
| Shri Om Prakash Gupta | 110 | 0.000 | 110 | 0.000 | - |
| Smt. Tripat Kaur Arneja | 110 | 0.000 | 110 | 0.000 | - |
| Shri Vikas Kumar Agrawal | 110 | 0.000 | 110 | 0.000 | - |
| TOTAL | 96,31,534 | 100.00 | 96,31,534 | 100.00 | - |

F. Rights, Preferences and Restrictions attached to Equity Shares

The Company has issued only one class of equity shares having face value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

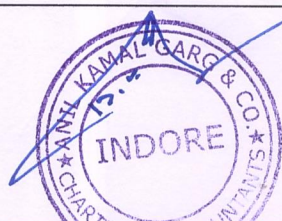
G. Shares issued in aggregate number and class of shares allotted by way of bonus shares and shares bought back during the period of five years immediately preceding the date of 31st March, 2022

The Company had issued 87,55,940 Nos. of Equity Shares of face value of Rs.10/- each as bonus shares during the financial year ended on 31st March, 2018.

The Company has neither bought back any equity shares nor the company has allotted any equity shares pursuant to any contract without payment being received in cash during the period of five years immediately preceding the Balance Sheet date.

NOTE - 2 - RESERVES AND SURPLUS

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|-----------------------------------------------------------------------------|------------------------|------------------------|
| A. <u>General Reserves</u> | | |
| Balance as per last year | - | - |
| Add : Amount transferred from Surplus | 50.00 | - |
| (A) | 50.00 | - |
| B. <u>Surplus</u> | | |
| Balance as per last year | 4,451.22 | 3,672.60 |
| Add : Net Profit transferred from Consolidated Statement of Profit and Loss | 831.70 | 778.62 |
| | 5,282.92 | 4,451.22 |
| Less : Amount transferred to General Reserves | 50.00 | - |
| (B) | 5,232.92 | 4,451.22 |
| TOTAL RUPEES (A+B) | 5,282.92 | 4,451.22 |



HIGHWAY INFRASTRUCTURE LIMITED

DIRECTOR

DIRECTOR.

NOTE - 3 - MINORITY INTEREST

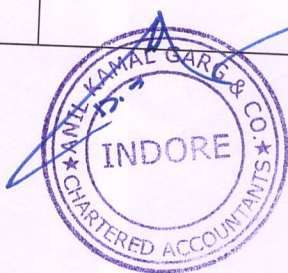
| Particulars | As at | As at |
|----------------------|------------------|------------------|
| | 31st March, 2022 | 31st March, 2021 |
| Equity Share Capital | 4.90 | 4.90 |
| Reserves and Surplus | 8.35 | 1.74 |
| Profit for the year | 4.83 | 6.61 |
| TOTAL RUPEES | 18.08 | 13.25 |

NOTE - 4 - LONG-TERM BORROWINGS

| Particulars | As at | As at |
|-------------------------------------------------------|------------------|------------------|
| | 31st March, 2022 | 31st March, 2021 |
| A. Term Loans | | |
| <u>Secured</u> | | |
| From Banks | 498.99 | 399.52 |
| B. Loans and advances from related parties (A) | 498.99 | 399.52 |
| <u>Unsecured</u> | | |
| From Directors | 0.02 | 142.31 |
| From Body Corporates | 17.97 | 0.29 |
| (B) | 17.99 | 142.60 |
| C. Other Loans and Advances | | |
| <u>Unsecured</u> | | |
| From Body Corporates | 740.65 | - |
| (C) | 740.65 | - |
| TOTAL RUPEES (A+B+C) | 1,257.63 | 542.12 |

Nature of Security and terms of repayment for Long Term Secured Borrowings:

| Sno. | Nature of Security | Terms of Repayment |
|------|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Auto Premium Loan of Rs.32.53 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Car | Repayable in 36 equal monthly installments of Rs.1,01,787/- each commencing from September'2020. Last installment due in August'2023. Rate of Interest 7.90% p.a. as at year end. [P.Y. 7.90% p.a.] [Total Outstanding Rs. 16.31 Lakhs (Previous year Rs.26.79 Lakhs) out of which Rs. 11.32 Lakhs (Previous year Rs.10.47 Lakhs) taken to current maturities of long term debts] |
| 2 | Auto Premium Loan of Rs.55.00 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Car | Repayable in 37 equal monthly installments of Rs.1,66,454/- each commencing from February'2021. Last installment due in February'2024. Rate of Interest 7.30% p.a. as at year end. [P.Y. 7.30% p.a.] [Total Outstanding Rs.35.63 Lakhs (Previous year Rs.52.33 Lakhs) out of which Rs. 17.97 Lakhs (Previous year Rs.16.70 Lakhs) taken to current maturities of long term debts] |
| 3 | Commercial Equipment Loan of Rs.35.00 Lakhs from HDFC Bank Ltd. secured by way Hypothecation of Equipment | Repayable in 48 equal monthly installments of Rs.86,625/- each commencing from January'2020. Last installment due in December'2023. Rate of Interest 8.72% p.a. as at year end. [P.Y. 8.72% p.a.] [Total Outstanding Rs.16.81 Lakhs (Previous year Rs.25.33 Lakhs) out of which Rs. 9.29 Lakhs (Previous year Rs.8.52 Lakhs) taken to current maturities of long term debts] |

**HIGHWAY INFRASTRUCTURE LIMITED.****DIRECTOR****DIRECTOR.**

| Sno. | Nature of Security | Terms of Repayment |
|------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4 | Commercial Equipment Loan of Rs.35.00 Lakhs from HDFC Bank Ltd. secured by way Hypothecation of Equipment | Repayable in 48 equal monthly installments of Rs.86,625/- each commencing from January'2020. Last installment due in December'2023. Rate of Interest 8.72% p.a. as at year end. [P.Y. 8.72% p.a.] [Total Outstanding Rs.16.81 Lakhs (Previous year Rs.25.33 Lakhs) out of which Rs. 9.29 Lakhs (Previous year Rs.8.52 Lakhs) taken to current maturities of long term debts] |
| 5 | Construction Equipment Loan of Rs. 29.30 Lakhs from ICICI Bank Ltd. secured by way of Hypothecation of Equipment | Repayable in 36 equal monthly installments of Rs.90,673/- each commencing from February'2022. Last installment due in January'2025. Rate of Interest 7.26% p.a. as at year end. [P.Y. 7.26% p.a.] [Total Outstanding Rs.27.78 Lakhs (Previous Year Rs. Nil) out of which Rs. 9.16 Lakhs (Previous Year Rs. Nil) taken to current maturities of long term debts] |
| 6 | Used Commercial Equipment Loan of Rs.227.84 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipment | Repayable in 30 equal monthly installments of Rs.8,44,660/- each commencing from June'2021. Last installment due in November'2023. Rate of Interest 8.42% p.a. as at year end. [P.Y. 8.42% p.a.] [Total Outstanding Rs. 157.12 Lakhs (Previous Year Rs. Nil) out of which Rs. 91.63 Lakhs (Previous Year Rs. Nil) taken to current maturities of long term debts] |
| 7 | Used Commercial Equipment Loan of Rs.34.10 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipment | Repayable in 30 equal monthly installments of Rs.1,26,575/- each commencing from July'2021. Last installment due in December'2023. Rate of Interest 8.54% p.a. as at year end. [P.Y. 8.54% p.a.] [Total Outstanding Rs.24.61 Lakhs (Previous Year Rs. Nil) out of which Rs. 13.61 Lakhs (Previous Year Rs. Nil) taken to current maturities of long term debts] |
| 8 | Used Commercial Equipment Loan of Rs.20.75 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipment | Repayable in 30 equal monthly installments of Rs.77,020/- each commencing from July'2021. Last installment due in December'2023. Rate of Interest 8.53% p.a. as at year end. [P.Y. 8.53% p.a.] [Total Outstanding Rs.14.97 lakhs (Previous Year Rs. Nil) out of which Rs. 8.28 Lakhs (Previous Year Rs. Nil) taken to current maturities of long term debts] |
| 9 | Used Commercial Equipment Loan of Rs.21.02 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipment | Repayable in 30 equal monthly installments of Rs.78,022/- each commencing from July'2021. Last installment due in December'2023. Rate of Interest 8.53% p.a. as at year end. [P.Y. 8.53% p.a.] [Total Outstanding Rs.15.17 Lakhs (Previous Year Rs. Nil) out of which Rs. 8.39 Lakhs (Previous Year Rs. Nil) taken to current maturities of long term debts] |
| 10 | Used Commercial Equipment Loan of Rs.38.87 Lakhs from HDFC Bank Ltd. secured by way of Hypothecation of Equipment | Repayable in 30 equal monthly installments of Rs.1,44,277/- each commencing from July'2021. Last installment due in December'2023. Rate of Interest 8.54% p.a. as at year end. [P.Y. 8.54% p.a.] [Total Outstanding Rs.28.06 Lakhs (Previous year Rs. Nil) out of which Rs.15.52 Lakhs (Previous year Rs. Nil) taken to current maturities of long term debts] |

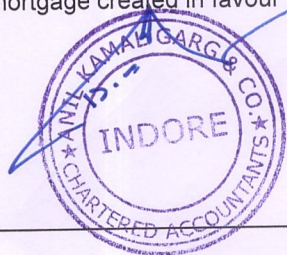


HIGHWAY INFRASTRUCTURE LIMITED

DIRECTOR

DIRECTOR.

| Sno. | Nature of Security | Terms of Repayment |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 11 | Term Loan of Rs. 95 Lakhs under the scheme of ECGLS from Axis Bank Ltd. secured by Extension of hypothecation by way of second charge on primary securities available for existing collateral securities. | <p>Repayable in 35 installments along with interest of Rs. 2,64,000/-, commencing from July'2021 [with initial moratorium period of 12 months]. Last Installment due in June'2025.</p> <p>Rate of Interest 8.25 % p.a. as at year end i.e. [Repo Rate plus 4.25% p.a.]</p> <p>[Total Outstanding Rs.69.29 Lakhs (Previous year Rs. 93.05 Lakhs) out of which Rs.31.68 Lakhs (Previous year Rs. 24.41 Lakhs) taken to current maturities of long term debts]</p> |
| 12 | Term Loan of Rs.211.58 Lakhs under the scheme of ECLGS from HDFC Bank Ltd. secured by way of extension of hypothecation by way of second charge on primary securities available for existing securities | <p>Repayable in 36 installments along with interest of Rs.6,65,458/- commencing from July'2021 [with initial moratorium period of 12 months]. Last installment due on June'2024</p> <p>Rate of Interest 8.25% p.a. as at year end.</p> <p>[Total Outstanding Rs.163.47 Lakhs (Previous year Rs. 211.58 Lakhs) out of which Rs. 68.93 Lakhs (Previous year Rs. 48.10 Lakhs) taken to current maturities of long term debts]</p> |
| 13 | Term Loan of Rs. 73.60 Lakhs under the scheme of ECGLS from Axis Bank Ltd. secured by Extension of hypothecation by way of second charge on primary securities available for existing collateral securities. | <p>Principle amount Repayable in 36 installments of Rs. 2,00,000/-, commencing from March'2024 [with initial moratorium period of 24 months]. Last Installment due in February'2027 of Rs.3,60,000/-.</p> <p>Rate of Interest 8.00 % p.a. as at year end i.e. [Repo Rate plus 4.00% p.a.]</p> <p>[Total Outstanding Rs. 36.80 Lakhs (Previous year Rs. Nil) out of which Rs. Nil (Previous Year Rs. Nil) taken to current maturities of long term debts].</p> |
| 14 | Term Loan of Rs. 68.20 Lakhs under the scheme of ECGLS from Yes Bank Ltd. secured by Extension of hypothecation by way of second charge on primary securities available with National Credit Gaurantee Trustee Ltd. | <p>Principle amount Repayable in 36 installments of Rs. 1,89,444/, commencing from October'2021 [with initial moratorium period of 12 months]. Last Installment due in September'2024.</p> <p>Rate of Interest 8.15 % p.a. as at year end i.e. [External Benchmark Lending Rate plus 3.97% p.a.]</p> <p>[Total Outstanding Rs.57.31 Lakhs (Previous year Rs. Nil) out of which Rs.22.73 Lakhs (Previous year Rs. Nil) taken to current maturities of long term debts]</p> |
| 15 | Term Loan of Rs.137.00 Lakhs under the scheme of ECLGS from HDFC Bank Ltd secured by way of extension of second ranking charge over existing primary and collateral securities including the mortgage created in favour of the Bank. | <p>Repayable in 36 installments along with interest of Rs.4,30,009/- commencing from April'2024 after initial moratorium period of 24 months. Last installment due on March'2027.</p> <p>Rate of Interest 7.5 % p.a. as at year end.</p> <p>[Total Outstanding Rs.136.71 Lakhs (Previous year Rs. Nil) out of which Rs.Nil Lakhs (Previous year Rs. Nil) taken to current maturities of long term debts]</p> |



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

NOTE - 5 - DEFERRED TAX LIABILITIES (NET)

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------------------|---------------------------|---------------------------|
| Balance as per last year | 25.95 | 50.52 |
| Less : Reversal made during the year | 8.51 | 24.57 |
| TOTAL RUPEES | 17.44 | 25.95 |

NOTE - 6 - LONG-TERM LIABILITIES

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|---------------------------------------------|---------------------------|---------------------------|
| Advance received against Immovable Property | - | 1,091.65 |
| Sinking Fund - New York City Project | 15.10 | 15.10 |
| TOTAL RUPEES | 15.10 | 1,106.75 |

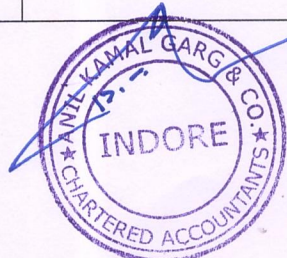
NOTE - 7 - LONG-TERM PROVISIONS

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------------------------|---------------------------|---------------------------|
| Provision for Employee Benefits - Gratuity | 42.40 | 39.69 |
| TOTAL RUPEES | 42.40 | 39.69 |

NOTE - 8 - SHORT-TERM BORROWINGS

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------------------------------|---------------------------|---------------------------|
| Working Capital Loans repayable on demand | | |
| Secured | | |
| From Banks [Cash Credit Facilities] | 2,675.78 | 1,983.82 |
| Current Maturities of Long-Term Debts | 317.85 | 261.62 |
| TOTAL RUPEES | 2,993.63 | 2,245.44 |

- (i) Cash credit facilities availed from HDFC Bank Ltd. are secured by way of First/ Pari Passu Charge and Hypothecation of entire stock of raw materials, semi-finished and finished goods, consumables, stores and spares and other movables including book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future. The facilities as above are further secured by way of Security Deposits (Retention Money Deposits with Principal) and equitable mortgage of immovable property of the Company and Personal Guarantees of Mr. Arun Jain, Mr. Anoop Agrawal, Mrs. Jyoti Jain, Mrs. Vimla Agrawal and Mr. Alok Agrawal.
- (ii) Cash credit facilities availed from Kotak Mahindra Bank Ltd. are secured by way of First/ Pari Passu Charge on all the companies Current Assets and Moveable Fixed Assets of the Company, both present and future along with Yes Bank Ltd., Axis Bank Ltd. and HDFC Bank Ltd.. The facilities as above are further secured by way First and exclusive charge on equitable mortgage of immovable properties held in the name of the Company and Personal Guarantees of Mr. Arun Jain, Mr. Anoop Agrawal and Mr. Ankit Tondon.
- (iii) Cash credit facilities availed from Axis Bank Ltd. are secured by way of First/ Pari Passu Charge on all the companies Current Assets and Moveable Fixed Assets of the Company, both present and future along with Yes Bank Ltd. and HDFC Bank Ltd.. The facilities as above are further secured by way of equitable mortgage of immovable properties held in the name of the Company and Personal Guarantees of Mr. Arun Jain, Mr. Anoop Agrawal, Mrs. Jyoti Jain, Mrs. Vimla Agrawal and Mr. Alok Agrawal.
- (iv) Cash credit facilities availed from Yes Bank Ltd. are secured by way of First/ Pari Passu Charge on all the companies Current Assets and Moveable Fixed Assets of the Company (excluding CE & CV), both present and future along with Axis Bank Ltd., Kotak Bank Ltd. and HDFC Bank Ltd.. The facilities as above are further secured by way of equitable mortgage of immovable properties held in the name of the Company and Personal Guarantees of Mr. Arun Jain, Mr. Anoop Agrawal, Mrs. Jyoti Jain, Mrs. Vimla Agrawal and Mr. Alok Agrawal.



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

NOTE - 9 - TRADE PAYABLES

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------------------------------------------------------------------|---------------------------|---------------------------|
| <u>Trade Payables</u> | | |
| Total outstanding dues of micro enterprises & small enterprises | 103.19 | 36.45 |
| Total outstanding dues of creditors other than micro enterprises & small enterprises | 783.50 | 1,676.89 |
| TOTAL RUPEES | 886.68 | 1,713.34 |

NOTE - 9.1 - Information to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006

The information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The amount of principal and interest outstanding during the year is given below :

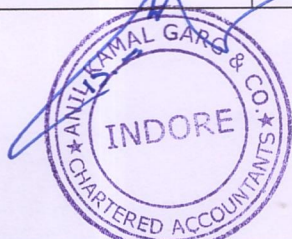
| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|---------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|---------------------------|
| (a) Principal amount remaining unpaid to any supplier as at the end of accounting year | 103.19 | 36.45 |
| (b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | - | - |
| (c) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day | - | - |
| (d) The amount of interest due and payable for the year | - | - |
| (e) The amount of interest accrued and remaining unpaid at the end of the accounting year | - | - |
| (f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid | - | - |

NOTE - 9.2- Trade Payables Ageing Schedule as at 31st March, 2022

| S.No | Particulars | Outstanding for following periods from due date of payment | | | | Total |
|------|---------------------------------|------------------------------------------------------------|--------------|--------------|-------------------|---------------|
| | | Less than 1 Year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| 1 | MSME | 103.19 | - | - | - | 103 |
| 2 | Other than MSME | 782.00 | - | - | 1.49 | 783 |
| 3 | Disputed dues-MSME | - | - | - | - | - |
| 4 | Disputed dues - Other than MSME | - | - | - | - | - |
| | TOTAL | 885.19 | - | - | 1.49 | 886.68 |

NOTE - 9.3- Trade Payables Ageing Schedule as at 31st March, 2021

| S.No | Particulars | Outstanding for following periods from due date of payment | | | | Total |
|------|---------------------------------|------------------------------------------------------------|--------------|--------------|-------------------|-----------------|
| | | Less than 1 Year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| 1 | MSME | 36.45 | - | - | - | 36.45 |
| 2 | Other than MSME | 1,675.03 | 0.37 | 1.49 | - | 1,676.89 |
| 3 | Disputed dues-MSME | - | - | - | - | - |
| 4 | Disputed dues - Other than MSME | - | - | - | - | - |
| | TOTAL | 1,711.48 | 0.37 | 1.49 | - | 1,713.34 |



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

NOTE - 10 - OTHER CURRENT LIABILITIES

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------------------------------------|---------------------------|---------------------------|
| Advance from Customers & Principals | 374.06 | 260.53 |
| Creditors for Expenses | 39.34 | 81.03 |
| Creditors for Purchase of Land | 1,026.25 | - |
| Security Deposit and Rention Money | 739.68 | 612.32 |
| Interest accrued but not due on Cash Credit Facilities | 10.47 | 2.18 |
| Other Payables | 2.94 | 5.76 |
| TOTAL RUPEES | 2,192.75 | 961.82 |

NOTE - 11 - SHORT-TERM PROVISIONS

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|-----------------------|---------------------------|---------------------------|
| For Taxation | 287.85 | 243.48 |
| For Employee Benefits | 38.47 | 53.05 |
| For Others | 44.14 | 17.94 |
| TOTAL RUPEES | 370.47 | 314.47 |



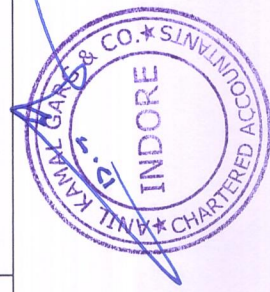
HIGHWAY INFRASTRUCTURE LIMITED

DIRECTOR

DIRECTOR.

NOTE - 12 - PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

| SNO. | PARTICULARS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | |
|-------|-----------------------------------------------------------|----------------|-----------|-----------|-----------------|--------------|-----------|-----------------|-----------------|
| | | As at 1-4-2021 | Additions | Disposals | As at 31-3-2022 | For the year | Disposals | As at 31-3-2022 | As at 31-3-2021 |
| 12-A. | Property, Plant and Equipment | | | | | | | | |
| 1 | Furniture & Fixtures | 105.83 | - | - | 105.83 | 4.66 | - | 91.96 | 13.87 |
| 2 | Plant & Machineries for Crushing/Concreting & Road Making | 1,999.84 | 1.39 | 9.49 | 1,991.74 | 148.03 | 9.02 | 978.65 | 1,013.09 |
| 3 | Other Machineries | 5.95 | - | - | 5.95 | 0.38 | - | 4.97 | 0.98 |
| 4 | Earth Moving Equipments | 207.54 | 29.70 | 26.14 | 211.09 | 19.58 | 24.84 | 104.94 | 106.16 |
| 5 | Electricity Generation Equipments | 54.80 | - | - | 54.80 | 3.29 | - | 29.44 | 25.37 |
| 6 | Electricity Distribution Plant | 5.67 | - | - | 5.67 | 0.36 | - | 2.39 | 3.28 |
| 7 | Office/Electric Equipments | 15.62 | 3.28 | - | 18.90 | 3.00 | - | 10.84 | 8.06 |
| 8 | Vehicles | 771.40 | 21.41 | 83.46 | 709.34 | 69.72 | 55.85 | 424.16 | 285.18 |
| 9 | Computers | 12.93 | 4.09 | - | 17.02 | 1.44 | - | 12.48 | 4.53 |
| | (A) | 3,179.57 | 59.87 | 119.10 | 3,120.34 | 250.46 | 89.71 | 1,659.82 | 1,460.52 |
| 12-B. | Intangible Assets | | | | | | | | |
| 1 | Software | 7.50 | - | - | 7.50 | 1.43 | - | 3.81 | 3.70 |
| | (B) | 7.50 | - | - | 7.50 | 1.43 | - | 3.81 | 3.70 |
| | TOTAL RUPEES (A+B) | 3,187.07 | 59.87 | 119.10 | 3,127.84 | 251.88 | - | 1,663.62 | 1,464.22 |
| | PREVIOUS YEAR | 3,380.09 | 147.24 | 340.26 | 3,187.07 | 272.24 | 170.55 | 1,501.45 | 1,685.62 |




HIGHWAY INFRASTRUCTURE LIMITED
DIRECTOR.

| SNO. | PARTICULARS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | |
|------|---------------------------------|----------------|-----------|-----------|-----------------|--------------|-----------|-----------------|-----------------|
| | | As at 1-4-2021 | Additions | Disposals | As at 31-3-2022 | For the year | Disposals | As at 31-3-2022 | As at 31-3-2021 |
| 12-C | Capital Work-in-Progress | | | | | | | | |
| 1 | Office - Ground Floor | - | 1.75 | - | 1.75 | - | - | 1.75 | - |
| | TOTAL RUPEES | - | 1.75 | - | 1.75 | - | - | 1.75 | - |
| | PREVIOUS YEAR | - | - | - | - | - | - | - | - |

NOTE - 12-C.1 CWIP Ageing Schedule as at 31st March, 2022

| SNO. | PARTICULARS | Amount in CWIP for a period of | | | TOTAL |
|------|--------------------------------|--------------------------------|--------------|--------------|-------|
| | | Less than 1 year | 1 to 2 years | 2 to 3 years | |
| 1 | Projects in Progress | 1.75 | - | - | 1.75 |
| 2 | Projects temporarily suspended | - | - | - | - |
| | TOTAL | 1.75 | - | - | 1.75 |

NOTE - 12-C.2 CWIP Ageing Schedule as at 31st March, 2021

| SNO. | PARTICULARS | Amount in CWIP for a period of | | | TOTAL |
|------|--------------------------------|--------------------------------|--------------|--------------|-------|
| | | Less than 1 year | 1 to 2 years | 2 to 3 years | |
| 1 | Projects in Progress | - | - | - | - |
| 2 | Projects temporarily suspended | - | - | - | - |
| | TOTAL | - | - | - | - |



HIGHWAY INFRASTRUCTURE LIMITED
 DIRECTOR

DIRECTOR

NOTE - 13 - NON-CURRENT INVESTMENTS

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|---------------------------------------------------------------------------|---------------------------|---------------------------|
| <u>Investments in Association of Person</u> | | |
| Investment in Highway and Tandon Tollways AOP - 51% Share (Fixed Capital) | 5.10 | 5.10 |
| <u>Others</u> | | |
| Investment in Immovable Properties | 1,511.26 | 1,503.54 |
| <u>TOTAL RUPEES</u> | 1,516.36 | 1,508.64 |

NOTE - 13.1 - Investments in Association of Persons (AOP) as at 31st March, 2022

| Name of the Firm | Name of the Partner | Share in the AOP | Total Capital Contribution |
|--------------------------------------|------------------------------------------|------------------|----------------------------|
| M/s. Highway and Tandon Tollways AOP | M/s. Highway Infrastructure Limited | 51% | 5.10 |
| | M/s. Ankit Tandon and Tollways Pvt. Ltd. | 49% | 4.90 |
| | <u>TOTAL</u> | 100% | 10.00 |

NOTE - 13.2 - Investments in Association of Persons (AOP) as at 31st March, 2021

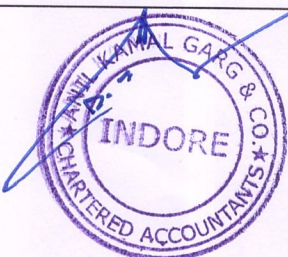
| Name of the Firm | Name of the Partner | Share in the AOP | Total Capital Contribution |
|--------------------------------------|------------------------------------------|------------------|----------------------------|
| M/s. Highway and Tandon Tollways AOP | M/s. Highway Infrastructure Limited | 51% | 5.10 |
| | M/s. Ankit Tandon and Tollways Pvt. Ltd. | 49% | 4.90 |
| | <u>TOTAL</u> | 100% | 10.00 |

NOTE - 14 - OTHER NON-CURRENT ASSETS

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|------------------------------------------------|---------------------------|---------------------------|
| Security Deposits [Unsecured, considered good] | 16.32 | 16.14 |
| <u>TOTAL RUPEES</u> | 16.32 | 16.14 |

NOTE - 15 - CURRENT INVESTMENTS

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|----------------------------------------------------|---------------------------|---------------------------|
| Investment in M/s. Highway and Tandon Tollways AOP | 110.03 | 293.30 |
| <u>TOTAL RUPEES</u> | 110.03 | 293.30 |



HIGHWAY INFRASTRUCTURE LIMITED

DIRECTOR

DIRECTOR.

NOTE - 16 - INVENTORIES

| Particulars | | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------------|--------------|---------------------------|---------------------------|
| <u>Works Contract Division</u> | | | |
| - Work-in-Progress/ Materials | (i) | 3,449.87 | 2,650.58 |
| - Real Estate Projects | | | |
| Developed Properties | | 461.89 | 594.78 |
| Property under Development | | 907.17 | 872.94 |
| Undeveloped Property | | 1,222.58 | - |
| | (ii) | 2,591.64 | 1,467.72 |
| <u>TOTAL RUPEES</u> | [(i) + (ii)] | 6,041.51 | 4,118.30 |

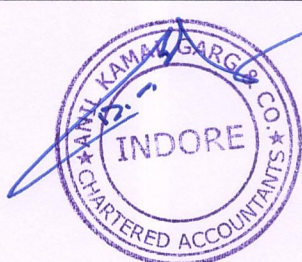
Note : For basis of valuation, refer Note-28

NOTE - 17 - TRADE RECEIVABLES

| Particulars | | As at 31st March, 2022 | As at 31st March, 2021 |
|----------------------------|--|---------------------------|---------------------------|
| Secured, considered good | | - | - |
| Unsecured, considered good | | 1,559.41 | 1,250.19 |
| Doubtful | | - | - |
| <u>TOTAL RUPEES</u> | | 1,559.41 | 1,250.19 |

Notes :

- Trade Receivables have been hypothecated with Banks against working capital loans, refer Note-7 for details. Also refer Note-28 for related party details.



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

NOTE - 17.1- TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2022

| S.No | Particulars | Outstanding for following periods from due date of Payment | | | | | Total |
|------|----------------------------------------------------|------------------------------------------------------------|--------------------|--------------|--------------|-------------------|-----------------|
| | | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| 1 | Undisputed Trade receivables – considered good | 1,330.24 | 54.71 | 42.17 | 15.13 | 117.15 | 1,559.40 |
| 2 | Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| 3 | Disputed Trade Receivables – considered good | - | - | - | - | - | - |
| 4 | Disputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| | TOTAL | 1,330.24 | 54.71 | 42.17 | 15.13 | 117.15 | 1,559.40 |

NOTE - 17.2- TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2021

| S.No | Particulars | Outstanding for following periods from due date of Payment | | | | | Total |
|------|----------------------------------------------------|------------------------------------------------------------|--------------------|--------------|--------------|-------------------|-----------------|
| | | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| 1 | Undisputed Trade receivables – considered good | 1,135.27 | 8.70 | 16.14 | 68.68 | 21.40 | 1,250.19 |
| 2 | Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| 3 | Disputed Trade Receivables – considered good | - | - | - | - | - | - |
| 4 | Disputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| | TOTAL | 1,135.27 | 8.70 | 16.14 | 68.68 | 21.40 | 1,250.19 |



HIGHWAY INFRASTRUCTURE LIMITED

DIRECTOR

MANAGER

NOTE - 18 - CASH AND CASH EQUIVALENTS

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|------------------------------|---------------------------|---------------------------|
| A <u>Balances with Banks</u> | | |
| In Current Accounts | 55.16 | 74.73 |
| | (A) | 74.73 |
| B <u>Cash on Hand</u> | 5.73 | 21.47 |
| | (B) | 21.47 |
| <u>TOTAL RUPEES</u> | (A+B) 60.89 | 96.20 |

NOTE - 19 - SHORT-TERM LOANS AND ADVANCES

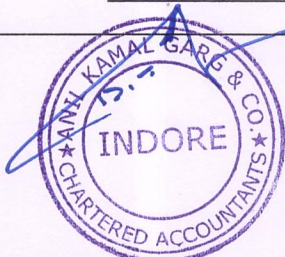
| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------|---------------------------|---------------------------|
| Prepaid Expenses | 40.67 | 52.82 |
| Advance to Suppliers | 178.02 | 192.05 |
| Other Loans and Advances | 38.86 | 139.39 |
| <u>TOTAL RUPEES</u> | 257.55 | 384.26 |

NOTE - 20 - OTHER CURRENT ASSETS

| Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|-----------------------------------------------------------|---------------------------|---------------------------|
| Security Deposits Money held with Departments/ Principals | 1,558.56 | 2,082.71 |
| Fixed Deposits Receipts held against Bank Guarantees | 832.21 | 607.86 |
| Goods and Service Tax Credit Entitlement | 73.33 | 107.08 |
| Income Tax Refund Receivable | 4.96 | 7.56 |
| TDS & TCS Claim | 543.16 | 218.66 |
| Other Current Assets | - | 0.68 |
| <u>TOTAL RUPEES</u> | 3,012.21 | 3,024.56 |

NOTE - 21 - REVENUE FROM OPERATIONS

| Particulars | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|----------------------------------------------------|--------------------------------|--------------------------------|
| Toll Collection Revenue | 20,959.79 | 5,522.04 |
| Works Contract Receipts | 6,750.74 | 6,976.39 |
| Construction Work Sales Income (Real Estate Sales) | 238.51 | 1,301.25 |
| Material Sales | 1,095.89 | 594.37 |
| Machineries/Equipments/Vehicles Hire Income | 78.63 | 210.94 |
| Maintenance Charges Receipt [New York City] | 57.10 | 58.22 |
| <u>TOTAL RUPEES</u> | 29,180.66 | 14,663.21 |



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

NOTE - 22 - OTHER INCOME

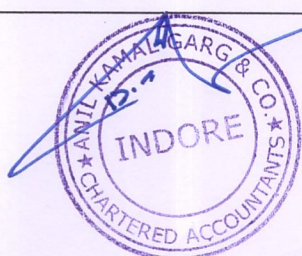
| Particulars | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|---------------------------------------------------------|--------------------------------|--------------------------------|
| Interest Income | 40.68 | 39.27 |
| Land Lease Income | 3.57 | 2.74 |
| Business Auxiliary Services | 120.99 | 44.34 |
| Share of Profit from M/s. Highway & Tandon Tollways AOP | 14.23 | 12.62 |
| Profit on Sale of Immovable Properties | 52.75 | 69.84 |
| Profit on Sale of Land converted into stock-in-trade | 7.44 | 44.07 |
| Forfeiture of Advance received against Plot Booking | 6.24 | - |
| Rebate, Reward & Discount | 0.18 | 0.01 |
| Other Income | 16.70 | 18.53 |
| TOTAL RUPEES | 262.78 | 231.42 |

NOTE - 23 - OPERATING COSTS

| Particulars | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|--------------------------------------------|--------------------------------|--------------------------------|
| NHAI Premium & Toll Booths Direct Expenses | 19,965.55 | 4,929.31 |
| Material Purchases | 4,289.79 | 3,294.55 |
| Sub-Contract Work Expenses | 1,357.49 | 2,801.01 |
| Site Labour Charges | 656.51 | 618.01 |
| Machineries Running and Maintenance | 493.38 | 429.11 |
| Purchase of Land | - | 872.94 |
| Electricity Expenses | 73.21 | 77.15 |
| Toll Software Charges | 56.90 | - |
| Labour Welfare Cess | 44.45 | 48.49 |
| Royalty Expenses | 22.93 | - |
| Hiring Charges | 19.83 | 19.73 |
| Legal & Professional Fees | 13.29 | 19.04 |
| Tender & Stamp Duty Expenses | 13.28 | 4.21 |
| Freight & Transportation Expenses | 5.05 | 10.98 |
| Testing Charges | 2.96 | 2.32 |
| Diversion Tax | 1.69 | - |
| Miscellaneous Expenses | 2.73 | 3.74 |
| TOTAL RUPEES | 27,019.04 | 13,130.59 |

NOTE - 24 - PURCHASES OF LAND

| Particulars | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|---------------------|--------------------------------|--------------------------------|
| Purchases of Land | 1,222.58 | - |
| TOTAL RUPEES | 1,222.58 | - |



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

NOTE - 25 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

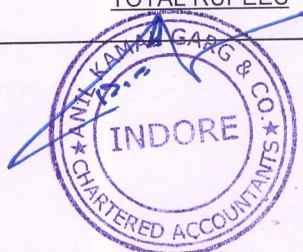
| Particulars | | | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|-------------|--------------------------------------------------------|--------|--------------------------------|--------------------------------|
| A | <u>Inventories at the end of the year</u> | | | |
| | Works Contract Division | | | |
| | - Work-in-Progress/ Materials | (i) | 3,449.87 | 2,650.58 |
| | - Real Estate Projects | | | |
| | Developed Properties | | 461.89 | 594.78 |
| | Property under Development | | 907.17 | 872.94 |
| | Undeveloped Properties | | 1,222.58 | - |
| | | (ii) | 2,591.64 | 1,467.72 |
| | (A) | (i+ii) | 6,041.51 | 4,118.30 |
| B. | <u>Inventories at the beginning of the year</u> | | | |
| | Works Contract Division | | | |
| | - Work-in-Progress/ Materials | (i) | 2,650.58 | 1,974.49 |
| | - Real Estate Projects | | | |
| | Developed Properties | | 594.78 | 1,321.21 |
| | Property under Development | | 872.94 | - |
| | | (ii) | 1,467.72 | 1,321.21 |
| | (B) | (i+ii) | 4,118.30 | 3,295.70 |
| | <u>CHANGES IN INVENTORIES</u> | (A-B) | 1,923.21 | 822.60 |

NOTE - 26 - EMPLOYEE BENEFITS EXPENSE

| Particulars | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|------------------------------------------|--------------------------------|--------------------------------|
| Directors' Remuneration | 258.00 | 225.60 |
| Directors' Sitting Fees | 1.04 | 1.29 |
| Salary, Wages, Gratuity & Other Benefits | 729.99 | 395.82 |
| <u>TOTAL RUPEES</u> | 989.03 | 622.71 |

NOTE - 27 - FINANCE COSTS

| Particulars | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|----------------------------|--------------------------------|--------------------------------|
| Interest Expense | 403.21 | 282.32 |
| Bank Charges & Commission | 9.15 | 2.10 |
| Bank Guarantee Charges | 82.93 | 45.31 |
| Bank Stamp Duty Charges | 33.30 | 5.55 |
| Loan Processing Charges | 20.43 | 12.11 |
| Financing Charges | 4.00 | 4.00 |
| Finance Brokerage | 7.50 | - |
| <u>TOTAL RUPEES</u> | 560.52 | 351.39 |



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

NOTE - 28 - OTHER EXPENSES

| Particulars | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|------------------------------------------------------------|--------------------------------|--------------------------------|
| A. <u>Administrative Expenses</u> | | |
| Rent | 12.52 | 7.56 |
| Stationery & Printing | 1.36 | 1.91 |
| Postage & Courier Expenses | 1.30 | 1.78 |
| Survey Expenses | 1.38 | - |
| Telephone and Mobile Expenses | 1.91 | 1.90 |
| Electricity Expenses (Office) | 1.68 | 3.23 |
| Auditors' Remuneration | | |
| - Statutory Audit | 1.11 | 1.05 |
| - Tax Audit | 0.50 | - |
| Legal & Professional Expenses | 46.34 | 44.29 |
| License & Membership Fees | 8.87 | 0.06 |
| Stock Audit Charges | 0.06 | 0.22 |
| Filing Fees | 0.17 | 0.04 |
| Insurance | 21.20 | 29.66 |
| Conveyance & Travelling Expenses | 6.17 | 4.26 |
| General Repairs & Maintenance | 4.39 | 3.16 |
| Vehicle Running Expenses | 9.51 | 0.97 |
| Security Expenses | 18.07 | 5.59 |
| Professional-Tax | 0.03 | 0.03 |
| Rates & Taxes | 9.55 | 63.13 |
| GST Reversal Expenses | 0.21 | - |
| Donation | - | 1.01 |
| Contribution towards Corporate Social Responsibility (CSR) | 17.50 | 16.17 |
| Office & General Expenses | 10.94 | 27.19 |
| Miscellaneous Expenses | 2.39 | - |
| (A) | 177.16 | 213.21 |

| Particulars | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|-------------------------------------|--------------------------------|--------------------------------|
| B. <u>Marketing Expenses</u> | | |
| Advertisement & Publicity Expenses | 1.80 | 36.28 |
| Business Promotion Expenses | 0.49 | 0.12 |
| Commission Expenses | 3.96 | 2.53 |
| (B) | 6.25 | 38.93 |
| TOTAL RUPEES (A+B) | 183.41 | 252.14 |



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

NOTE - 29 - ADDITIONAL REGULATORY INFORMATION

- (i) The title deeds of all the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Group.
- (ii) During the financial year 2021-22, no proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (iii) The Group has filed quarterly returns or statements with the banks in respect of sanctioned working capital facilities, which materially is in agreement with the books of account.
- (iv) The Group is not declared a willful defaulter by any bank or financial institution or any other lender.
- (v) The Group has not entered into any material transaction with the companies struck-off under s. 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (vi) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (vii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017
- (viii) The Group has not applied for any Scheme of Arrangements in terms of Sections 230 to 237 of the Companies Act, 2013.
- (ix) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (x) The Group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).
- (xi) The Group has not traded or invested in Crypto Currency or Virtual Currency during the Financial Year 2021-22.



HIGHWAY INFRASTRUCTURE LIMITED.
DIRECTOR

HIGHWAY INFRASTRUCTURE LIMITED.
DIRECTOR.

NOTE - 30 - SIGNIFICANT ACCOUNTING POLICIES & PRACTICES AND OTHER NOTES

PART- A - SIGNIFICANT ACCOUNTING POLICIES & PRACTICES

1 Principles of Consolidation

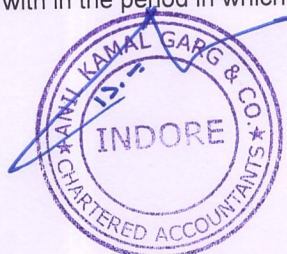
- 1.1 The Consolidated Financial Statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.
- 1.2 The Consolidated financial statements of the Company and its associate company have been prepared as per Accounting Standard 23 – "Accounting for Investment in Associates in consolidated financial statement" notified by Companies (Accounting Standards) Rules, 2006.
- 1.3 The difference between the cost of investment in the subsidiaries, and the Group's share of net assets at the time of acquisition of shares in the subsidiaries is recognised in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.
- 1.4 Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. Minority interest in the net assets of consolidated subsidiaries consists of:
 - a) The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
 - b) The minority share of movements in equity since the date the parent subsidiary relationship came into existence.
- 1.5 Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit After Tax of the Group.
- 1.6 The financial statements of the subsidiaries and associates used in the consolidation are drawn up to the same reporting date as that of the Holding Company i.e. 31st March, 2022.
- 1.7 The Holding Company has only one subsidiary company i.e. M/s. Highway & Tandon Tollways Private Limited which is included in the consolidation and the % of holdings therein is 51.00%.

2 Accounting Convention

- 2.1 The consolidated financial statements of the Group have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013, as applicable.
- 2.2 The consolidated financial statements have been prepared on the basis of historical cost convention, and on the accounting principle of a going concern.
- 2.3 The Group follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

3 Use of estimates

The preparation of consolidated financial statements, in conformity with the Generally Accepted Accounting Principles [GAAP], requires management to make estimates and assumptions that are considered in the reported amounts of assets and liabilities and disclosures of contingent liabilities on the date of consolidated financial statements and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances. Actual results could vary from these estimates and any such difference are dealt with in the period in which the results are known / materialize.



HIGHWAY INFRASTRUCTURE LIMITED
DIRECTOR

DIRECTOR.

4 Property, Plant and Equipment and Intangible Assets

- 3.1 Property, Plant and Equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct cost are capitalized until such assets are ready for use.
- 3.2 Property, Plant and Equipment, that are not yet ready for their intended use, are carried at costs, comprising direct cost, and other incidental/ attributable expenses and reflected under capital work in progress.
- 3.3 Intangible Assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

4 Inventories

- 4.1 The stock of construction materials, stores, spares and embedded goods and fuel is valued at cost or net realizable value whichever is lower. Cost is determined on weighted average basis and includes all applicable cost of bringing the inventories to their present location and condition.
- 4.2 Project Work-in-Progress is valued at the contract rate and site mobilisation expenditure of incomplete contracts is stated at lower of cost or Net Realizable Value.

5 Investments

Investments are either classified as current or long term, based on Management's intention. Current investments are carried at lower of cost and fair value of each investment individually. Long term investments are carried individually at cost. However, provision for diminution is made to recognize a decline, if any, other than temporary, in the carrying value of the investment.

6 Accounting for taxes on income

- 6.1 Provision for Income-Tax is made on the basis of the estimated taxable income for the accounting year in accordance with the Income-Tax Act, 1961.
- 6.2 The deferred tax for timing differences between the book profits and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is a virtual certainty that these would be realized in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

7 Depreciation

Depreciation on Property, Plant and Equipment is provided on the straight line method in the manner prescribed under Schedule II to the Companies Act, 2013.

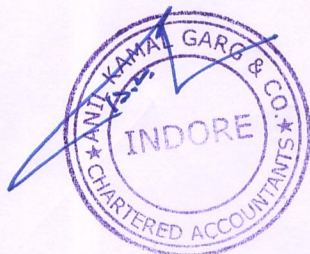
Depreciation on addition to Property, Plant and Equipments are provided on pro-rata basis from the date of assets are ready for intended use. Depreciation on sale/discarded from Property, Plant and Equipments are provided for up to the date of sale, deduction or discard of pro-rata as the case may be.

8 Employees' Benefits

Contributions to defined contribution schemes such as Provident Fund, ESIC etc. are charged to the Statement of Profit and Loss as incurred. Provision for Gratuity has also been made by the Group on the basis of actuaries valuation report.

9 Revenue Recognition

- 9.1 The Group is mainly engaged in construction activity & as regards Accounting Standards 7 on Construction Contract (Revised). In respect to Road Construction activity as contractor, company is following the Percentage of Completion method during the year accordingly Revenue is recognized and recovered on bill to bill basis and expenses are booked as incurred thereby giving rise to work in progress. However, it is not practicable to disclose stage of completion of contract. The main activity of the Group is taking Government & other Contracts, which are fixed in terms of item rate basis or percentage on C.S.R. / S.O.R. basis, and billing is made on running verification by the Contractee.



HIGHWAY INFRASTRUCTURE LIMITED.
DIRECTOR

DIRECTOR.

9.2 In respect to Real Estate Business as Land Owner, Builder & Colonizer, the Group is following the method to recognize revenue when the ownership of the property is transferred i.e. on registry of the said property in the name of customer. The amount received from various parties is shown as advance (liability) and expenses are estimated for development as suggested by the experts, on that basis profit on sold quantity is calculated and recognised the same on the sold quantity during that particular year. Further actual expenses are booked as incurred thereby giving rise to work in progress. At the time of end of the project, any difference in estimation and actual expenses shall be accounted for. However, in case of Karuna Sagar project sanctions were get revised from T&CP Department and accordingly sanctioned Area and estimated development cost has been revised and therefore the profit on sold quantity is calculated on revised estimation & saleable area has been revised as per T&CP approvals.

9.3 Toll Business Accounting is done on Accrual Basis.

9.4 Interest on fixed deposits and investments is accounted on a time proportion basis.

9.5 Dividend on quoted equity shares is accounted on receipt basis.

9.6 Rental income is accounted on accrual basis.

10 Provisions and Contingent Liabilities

The Group creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

11 Impairment of Assets

An asset is treated impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

12 Consolidated Cash Flow Statement

Consolidated Cash flow statement is reported using the indirect method, whereby profit / (loss) before extra-ordinary items / exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the Company are segregated based on available information.

13 Earnings per share

Basic & Diluted earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

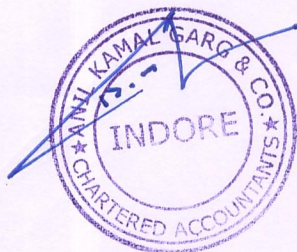
14 Material Events

Material events occurring after the Balance Sheet date are taken into cognizance.

PART - B - OTHER NOTES

1 Figures for the previous year have been regrouped and/or rearranged wherever considered necessary.

2 In the opinion of the Board, the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amounts at which they are stated in the Balance Sheet and that the provision for known liability is adequate and not in excess of amount reasonably necessary.



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

3 Contingent Liabilities and Commitments

[Rs. in Lakhs]

| | | As at 31st March, 2022 | As at 31st March, 2021 |
|------|------------------------------------------------------------------------------------------------|---------------------------|---------------------------|
| A. | <u>Contingent Liabilities</u> | | |
| i) | Claims against the Group, not acknowledged as debts | - | - |
| ii) | Guarantees | | |
| | - Against Bank Gaurantees issued by the Bank | 6,116.84 | 4604.60 |
| | - Others | 541.00 | 541.00 |
| | <u>Total</u> | 6,657.84 | 5145.60 |
| iii) | <u>Other money for which the Group is contingently liable against pending litigations</u> | | |
| | Entry-Tax | 15.25 | 15.25 |
| | Value Added Tax | 5.45 | 5.45 |
| | Expected Expenditure on Road Maintainence | 18.50 | 18.50 |
| | <u>Total</u> | 39.20 | 39.20 |
| B. | <u>Commitments</u> | | |
| i) | Estimated amount of Contracts remaining to be executed on capital account and not provided for | - | - |
| ii) | Uncalled liability on shares and other investments partly paid | - | - |
| iii) | Other Commitments | - | - |

4 Information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

5 Corporate Social Responsibility

In accordance with the provisions of Section 135 of the Act, the Board of Directors of the Holding Company has constituted CSR Committee. The details of CSR Activities are as follows :

| S no. | Particulars | As at 31st March, 2022 | As at 31st March, 2021 |
|-------|--------------------------------------------------------------------------|---------------------------|---------------------------|
| i) | Opening amount yet to be spent | - | 19.46 |
| ii) | Gross amount required to be spent by the Holding Company during the year | 15.95 | 15.46 |
| iii) | Amount spent during the year on the following : | | |
| | (a) Construction/ acquisition of any asset | - | - |
| | (b) On purpose other than (a) above | 17.50 | 35.63 |
| iv) | Closing amount yet to be spent | (1.55) | (0.71) |



HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

A. Current Tax

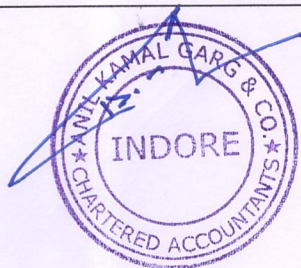
Current Tax Liability of the Group is estimated in accordance with the provisions of the Income-Tax Act, 1961.

B. Deferred Tax

Deferred Tax Liabilities Net of the Deferred Tax Assets, for the year under review has been computed in accordance with AS -22.

7 Related Party DisclosuresA. List of related parties

- | | | |
|--------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i) | Parties where control exists of Holding Company | M/s. Highway and Tondon Tollways AOP |
| ii) | Parties where control exists [M/s. Highway and Tandon Tollways Pvt. Ltd.] | M/s. Ankit Tandon Enterprises & Tollways Private Limited |
| iii) | Subsidiaries | M/s. Highway Tondon and Tollways Pvt. Ltd. |
| iv) | Associate Companies | Nil |
| v) | Related Parties | 1) M/s. Indore Highway Real Estates Pvt. Ltd. 2) M/s. Sacham Highway Real Estates Pvt. Ltd. 3) M/s. Ankit Tandon and Tollways Pvt. Ltd. 4) M/s. Gangotri Developers Pvt. Ltd. 5) M/s. Dharti Highway LLP 6) M/s. International Service Centre 7) M/s. Alok Bulk Carrier 8) Shri Vinod Kumar Jain 9) Smt. Neetu Agrawal 10) Smt. Jyoti Jain 11) Smt. Mansi Garg 12) Shri Om Prakash Gupta |
| vi) | Directors of Holding Company | 1) Shri Anoop Agrawal 2) Shri Arun Kumar Jain 3) Shri Ankit Tandon |
| vii) | Independent Directors of Holding Company | 1) Smt. Bhavna Pujara 2) Smt. Daljeet Kharbanda 3) Shri Omachyutam Singh Chauhan |
| (viii) | Key Managerial Personnel of Subsidiary Company [M/s. Highway and Tandon Tollways Pvt. Ltd.] | 1) Shri Anoop Agrawal 2) Shri Arun Kumar Jain 3) Shri Ankit Tandon 4) Smt. Shriya Kapoor |



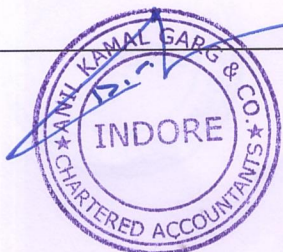
HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

DIRECTOR.

| | | As at 31st March, 2022 | As at 31st March, 2021 |
|------|----------------------------------------------|---------------------------|---------------------------|
| B. | <u>Transaction with related parties</u> | | |
| i) | <u>Sales services and other income</u> | | |
| | Shri Vinod Kumar Jain | 62.44 | 52.65 |
| | M/s. Highway Tandon and Tollways AOP | 36.10 | 8.65 |
| | M/s. Sacham Highway Real Estates Pvt. Ltd. | 1,623.36 | 1,269.96 |
| | <u>TOTAL</u> | 1,721.90 | 1,331.26 |
| ii) | <u>Purchases of materials and components</u> | | |
| | M/s. Alok Bulk Carrier | 0.01 | 0.04 |
| | M/s. Gangotri Developers Pvt. Ltd. | 38.57 | 71.03 |
| | M/s. International Service Centre | 184.19 | 271.32 |
| | M/s. Dharti Highway LLP | 300.84 | 360.31 |
| | <u>TOTAL</u> | 523.61 | 702.70 |
| iii) | <u>Expenditure on other services</u> | | |
| | <u>a) Paid to Directors</u> | | |
| | <u>Office Rent</u> | | |
| | Shri Anoop Agrawal | 5.84 | 5.84 |
| | <u>TOTAL</u> | 5.84 | 5.84 |

| | | As at 31st March, 2022 | As at 31st March, 2021 |
|--|------------------------------------------|---------------------------|---------------------------|
| | <u>Directors' Sitting Fees</u> | | |
| | Smt. Bhavana Pujara | 0.36 | 0.41 |
| | Shri Omachyutam Singh Chauhan | 0.34 | 0.39 |
| | Smt. Daljeet Kharbanda | 0.34 | 0.49 |
| | <u>TOTAL</u> | 1.04 | 1.29 |
| | <u>b) Paid to Relatives</u> | | |
| | <u>Interest</u> | | |
| | Shri Arun Kumar Jain | 20.25 | 1.48 |
| | Shri Anoop Agrawal | 6.59 | 8.10 |
| | M/s. Ankit Tandon and Tollways Pvt. Ltd. | 28.65 | - |
| | <u>TOTAL</u> | 55.49 | 9.58 |
| | <u>Sub-Contract Expenses</u> | | |
| | Shri Vinod Kumar Jain | 296.83 | 368.30 |
| | <u>TOTAL</u> | 296.83 | 368.30 |



HIGHWAY INFRASTRUCTURE LIMITED.

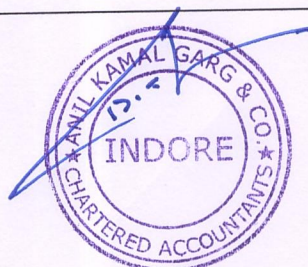
DIRECTOR

DIRECTOR.

| | As at 31st March, 2022 | As at 31st March, 2021 |
|--------------------------------------------------|---------------------------|---------------------------|
| iv) <u>Directors' Remuneration</u> | | |
| Shri Arun Kumar Jain | 111.00 | 112.80 |
| Shri Anoop Agrawal | 111.00 | 112.80 |
| Shri Ankit Tandon | 36.00 | - |
| <u>TOTAL</u> | 258.00 | 225.60 |
| v) <u>Loan Transactions with Related Parties</u> | | |
| a) <u>Loans and Advances Taken</u> | | |
| Opening Balance | 142.60 | 87.18 |
| Taken during the year | 1,712.00 | 554.36 |
| Repaid during the year | 1,836.61 | 498.94 |
| Closing Balance | 17.99 | 142.60 |
| b) <u>Loans and Advances Given</u> | Nil | Nil |


8 Additional information pursuant to the Part II of Schedule III to the Companies Act, 2013.

| | As at 31st March, 2022 | As at 31st March, 2021 |
|-----------------------------------------------------|---------------------------|---------------------------|
| A <u>Directors' Remuneration</u> | | |
| i) Salaries | 258.00 | 225.60 |
| ii) Allowances | - | - |
| <u>TOTAL</u> | 258.00 | 225.60 |
| B <u>Auditors' Remuneration</u> | | |
| i) Audit Fees | 1.11 | 1.05 |
| ii) Tax Audit Fees & Others | 0.50 | - |
| <u>TOTAL</u> | 1.61 | 1.05 |
| C <u>Foreign Currency Transactions</u> | | |
| i) <u>Value of Imports calculated on CIF Basis</u> | | |
| Raw Material | - | - |
| Components and spare parts | - | - |
| Capital Goods | - | - |
| ii) Expenditure in Foreign Currency | - | - |
| iii) <u>Earning in Foreign Currency</u> | | |
| Export of goods on calculated on FOB Basis | - | - |
| Royalty, Know how, professional & consultation fees | - | - |
| Interest and Dividend | - | - |
| Other Income | - | - |



HIGHWAY INFRASTRUCTURE LIMITED.

 DIRECTOR


 DIRECTOR.

Statement of Net Assets and Profit or Loss attributable to owners and minority interest

| Name of the Entity | Net Assets, i.e., total assets minus total liabilities | | Share in profit or loss | |
|------------------------------------------------|--------------------------------------------------------|--------|-------------------------|--------|
| | Amount | % | Amount | % |
| A. Parent | | | | |
| M/s. Highway Infrastructure Limited | 6,227.25 | 99.70% | 826.66 | 99.39% |
| B. Subsidiaries | | | | |
| a) <u>Indian</u> | | | | |
| M/s. Highway & Tandon Tollways Private Limited | 36.90 | 0.59% | 9.87 | 1.19% |
| b) Foreign | - | - | - | - |

| Name of the Entity | Net Assets, i.e., total assets minus total liabilities | | Share in profit or loss | |
|---------------------------------------------|--------------------------------------------------------|---------|-------------------------|---------|
| | Amount | % | Amount | % |
| C. Minority Interest in Subsidiaries | | | | |
| a) <u>Indian Subsidiaries</u> | (18.08) | (0.29%) | (4.83) | (0.58%) |
| b) Foreign | - | - | - | - |
| D. Associates | | | | |
| a) <u>Indian</u> | | | | |
| b) Foreign | - | - | - | - |
| E. Joint Ventures | | | | |
| a) Indian | - | - | - | - |
| b) Foreign | - | - | - | - |

For and on behalf of the Board of Directors

HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR

(Arun Kumar Jain)
Managing Director
DIN : 00006132

DIRECTOR.

(Anoop Agrawal)
Whole Time Director
DIN : 00006120

(Ankit Tandon)
CEO
DIN : 03561530

As per our report of even date attached

For Anil Kamal Garg & Company
Chartered Accountants
ICAI Firm Registration No. 004186C



(Mansi Garg)
Company Secretary
Membership No. 59488

(Devendra Bansal)
Partner
Membership No. 078057
ICAI UDIN 22078057BD0JUD9737

Place : Indore

Dated : September 21st, 2022