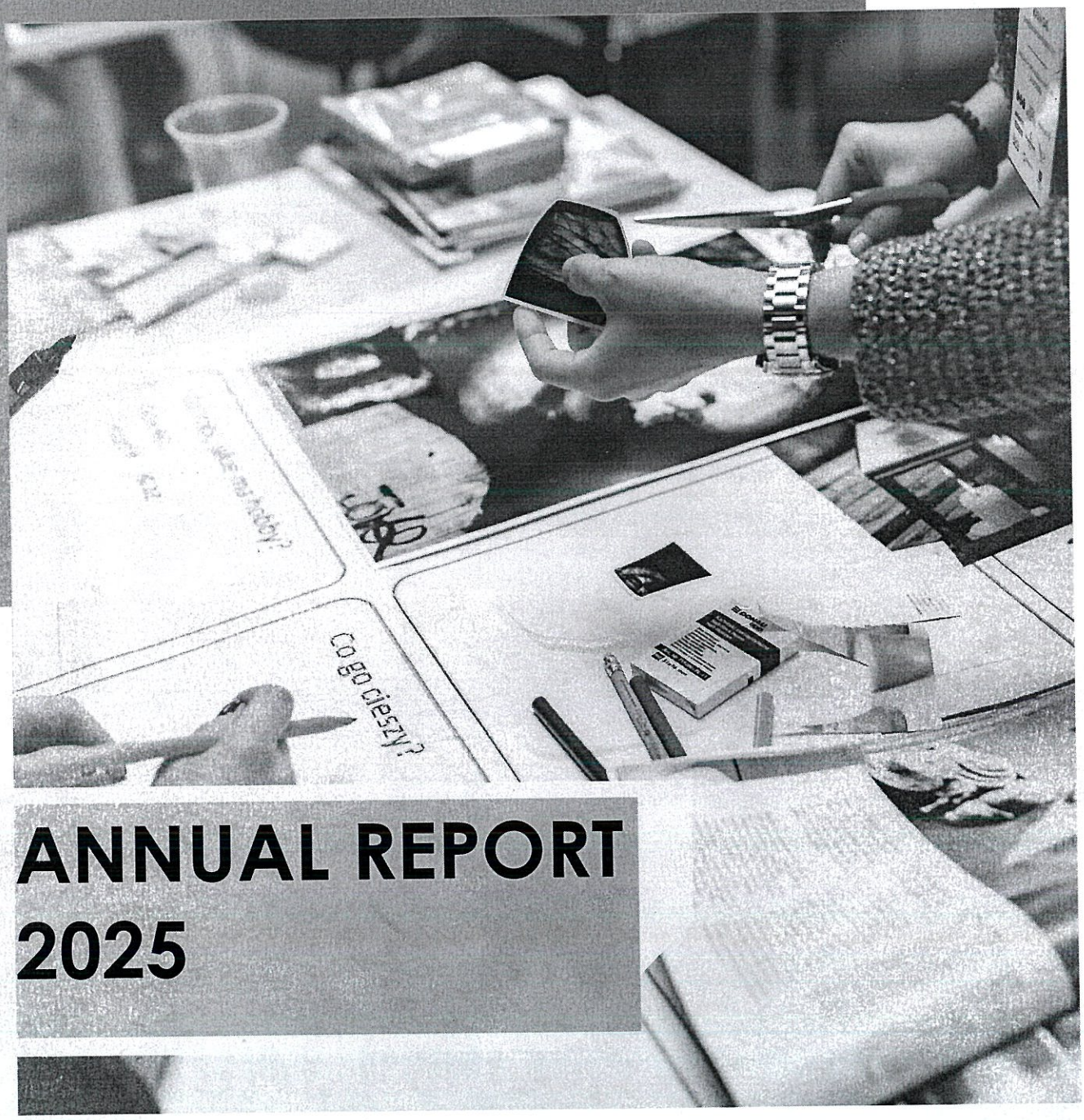

ANNUAL REPORT 2025

Company Name Indian Highways Management Co. Ltd.

Address:
G-5&6 NHAI Old Building
Dwarka Sec-10, New Delhi-110075

IHMCL

Indian Highway Management Company Limited

BOARD OF DIRECTORS

SH. VISHAL CHAUHAN, IAS	:	CHAIRMAN & MANAGING DIRECTOR
SH. DEPINDER SINGH DHESI, IAS (RETD.)	:	INDEPENDENT DIRECTOR
MS. SURABHI SINHA, IRS (RETD.)	:	INDEPENDENT DIRECTOR
SH. NRVVMK RAJENDRA KUMAR	:	DIRECTOR
SH. ABDUL BASIT	:	DIRECTOR
DR. ESTHER MALINI	:	DIRECTOR
SH. TALLURI RAGHUPATI RAO	:	DIRECTOR
SH. JITENDER KUMAR CHAUHAN	:	DIRECTOR
SH. AMITABH KUMAR JHA	:	DIRECTOR
SH. NIRAJ TRALSHAWALA	:	DIRECTOR
MRS ARNIKA DIXIT	:	DIRECTOR

CHIEF EXECUTIVE OFFICER
Sh. Mudit Agarwal

CHIEF OPERATING OFFICER
Sh. Amit Ranjan Chitranshi

CHIEF FINANCIAL OFFICER
Sh. Soumya Mukhopadhyay

COMPANY SECRETARY
Sh. Gopabandhu Mishra

AUDITORS
Reshma & Company
Chartered Accountants
Corporate Audit Office: R-4/39, Raj Nagar, Ghaziabad-201002.

REGISTERED OFFICE ADDRESS
NHAI HQ, Plot No. G-5&6, Sector-10, Dwarka, New Delhi-110075

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IHMCL was conceived to "work for development, operation and maintenance of ICT solutions which will be common for NHAI and its appointed concessionaires". NHAI jointly with its Concessionaires and Financial Institutions incorporated Indian Highways Management Company Limited (IHMCL) on 26.12.2012 under the Companies Act, 1956 to carry out activities of Electronic Feeing.

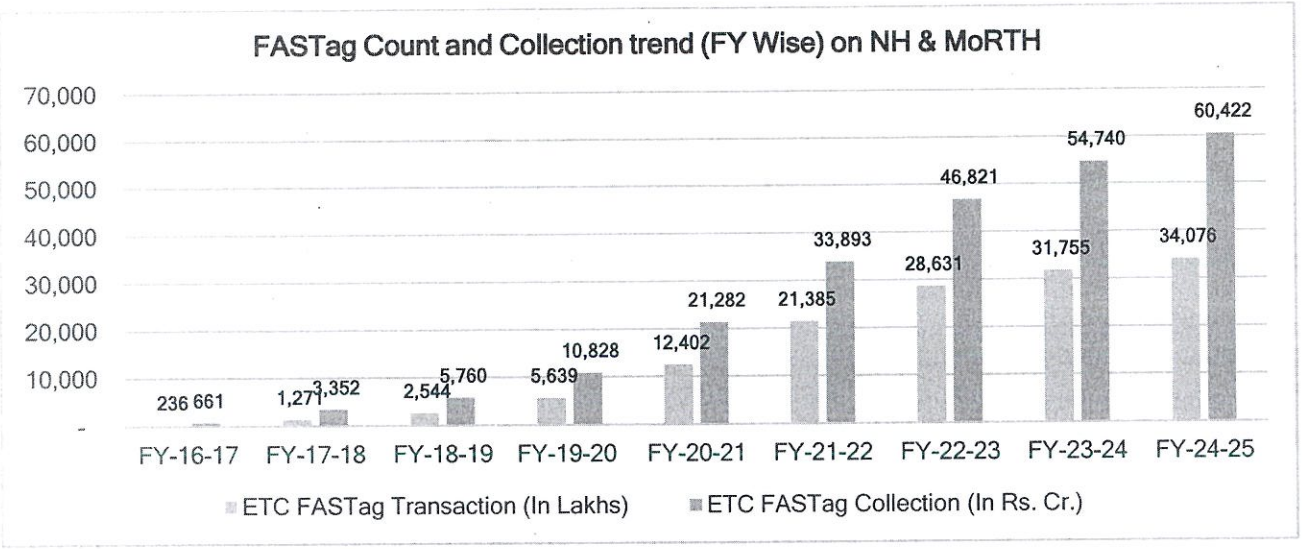
A. National Electronic Toll Collection (NETC) Programme

The National Electronic Toll Collection (NETC) Programme widely known as 'FASTag', a flagship initiative of Ministry of Road Transport and Highways (MoRTH) and National Highway Authority of India (NHAI), has been implemented on a nationwide basis by IHMCL to enable fee payments directly from the customer's FASTag affixed on the windscreen of the vehicle thus eliminating the need to stop for fee payments. This has removed bottleneck in traffic flow at fee plazas ensuring seamless movement of traffic.

FASTag model is a open architecture with all the leading banks providing the services of 'Issuer Entities" as well as 'Acquiring Bank'. The issuer entities issue FASTag providing multiple options for users to get FASTag. The acquiring banks acquire toll plazas for the ETC transaction settlement.

- The FASTag program was initiated in June 2010 by a Committee headed by Sh. Nandan Nilekani. In order to maximize the throughput, and thus enhance the user experience, the proposed system allows vehicles with valid RFID tags to perform ETC transaction in the ETC lane.
- In 2017, one FASTag lane was provisioned at NH fee plazas for dedicated for seamless movement of vehicles fitted with FASTag. Further, in 2018 all the lanes at the NH Fee plazas marked as FASTag lane, enhancing this convenience and ease of commuters.
- In November 2017, the MoRTH mandated FASTags for all new passenger and goods carrying vehicles sold on or after December 1, 2017.
- In 2019, a comprehensive scheme guideline was introduced for inclusion of state fee plazas under the ambit of FASTag Programme thereby providing a uniform and inter-operable electronic feeing across NH and SH fee plazas. The Scheme provisions for financial assistance to state authorities in terms of Capex cost and recurring transaction processing fees.
- In 2020 - FASTag mandated for all old vehicles (Class M & N) sold prior to December 2017. Also, FASTag ID was mandated for renewal of Motor Vehicle Insurance w.e.f April 2021
- In 2021, all lanes at NH fee plazas declared as "FASTag lanes of NH fee plazas" w.e.f. midnight of 15/16 Feb 2021.

FASTag is now acceptable across all National Highways fee plaza and many State highways fee plaza. All NH fee plazas are operational with FASTag lanes. MoUs have been signed with various State Authorities and additional State fee plazas are included in the NETC programme as and when the come up.



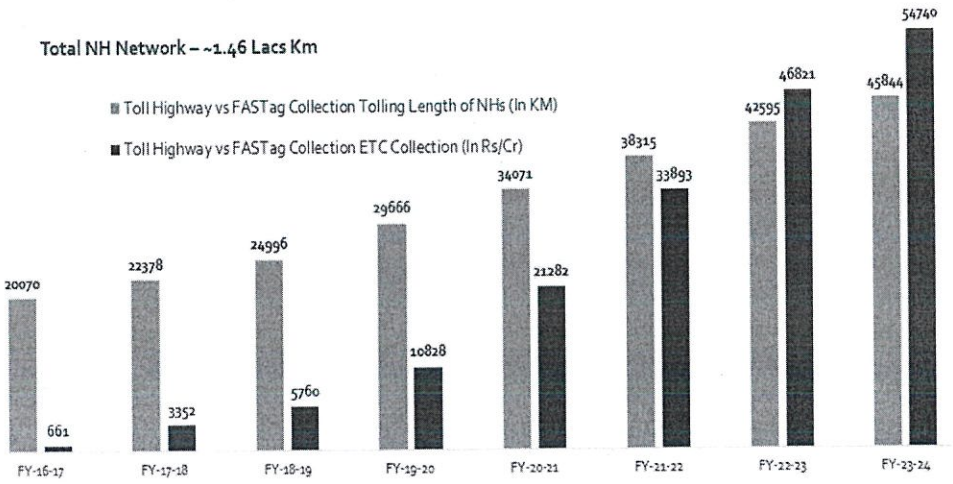
Electronic Fee Collection (ETC) through FASTag has witnessed consistent growth since inception. Total fee collection via FASTag on fee plazas, including State Highway fee plazas during calendar year 2025 was Rs. 72,390 crore, which is an increase of approx. 12% as compared to Rs. 64,594 crore in 2024.

NETC - Programme – Facts & Figures		
Total FASTag issued till date		107,127,262
Average No. (count) of Daily ETC Transactions		122.46 Lakhs
Average Value (in Rs.) of Daily ETC Transactions		225.58 Cr
ETC Penetration[2] (for NH plazas only)	(As per Count)	98.5%
	(As per Amount)	98.0%
Cumulative no. (count) of ETC transactions till date		1,61,064.57 lakhs
Cumulative value (in INR) of ETC transactions till date		2,72,761.03 Cr
Total no. of toll plaza under NETC Programme		**1720**
NH Toll Plazas (**1066**)	Public Funded	768
	PPP/TOT	298
State/SPV Toll Plazas		615
MoRTH Toll Plazas		39

The average daily fee collection through FASTag on NH & MoRTH fee plazas in Feb 2025 was Rs 191.41 Crore, and the single day highest collection touched Rs. 208.60 Crore on 23 Feb 2025.

Similarly, the number of FASTag transactions also witnessed a growth of approx. 12% in 2025 as compared to that in 2024.

FASTag implementation has reduced the waiting time at NH Fee Plazas significantly, resulting in enhanced user experience. The constant growth and adoption of FASTag by the highway users has helped in bringing more efficiency in fee operations. Deployment of Electronic Fee Collection system at various fee plazas along National Highways has brought transparency in the system and enabled correct valuation of road assets which has encouraged more investors to invest in the highway infrastructure of the country, particularly, in asset recycling.



FASTag Programme Improvement Measures:

The tremendous growth in the programme has posed several challenges. IHMCL has taken several measures to improve experience and increase the efficiency of the program. Some of the key initiatives taken to improve the programme include Manual Transaction Policy whereby every manual transaction is accounted and verified to ensure transparency. Regular monitoring and actions are being taken by IHMCL to implement the policy on a national scale.

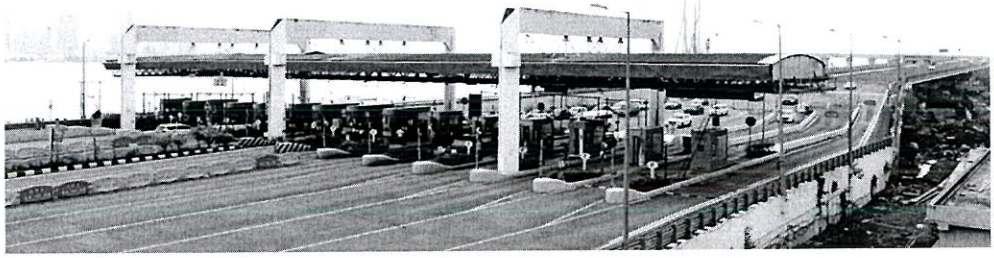
During the initial years of FASTag introduction and increase the penetration and usage multiple tags were issued on a single vehicle thereby causing issues in the overall FASTag ecosystem. IHMCL has observed issues related to issuance of multiple tags on a single vehicle. While the new tag issuance will be governed by the POS policy, necessary measures were taken to eliminate multiple tags issues on same VRN (vehicle number). One Vehicle-One Tag (OVOT) and the Point of Sale (PoS) Policy of IHMCL is being implemented to address this issue. The objective is to ensure that each vehicle has one unique tag associated with it. IHMCL is encouraging users and have issued directions to tag issuing banks to adhere to the policy in order to improve the NETC FASTag programme.

Banks have been directed to ensure that FASTag will be linked to one single vehicle. More than 1.5 Cr multiple tags have been closed due to this initiative. IHMCL shall take necessary measure to discontinue the issuance of FASTags by issuer banks in case they do not ensure compliance. The 'One Vehicle, One FASTag' initiative will help to make fee operations more efficient and ensure seamless & comfortable journeys for the National Highway users.

B. ETC Infrastructure Implementation

The Electronic Toll Collection (ETC) technical infrastructure is a critical component of the overall NETC FASTag system. As per the mandate given by NHAI, IHMCL has been implementing the ETC infrastructure through empanelled system integrators.

As on date, total 425 fee plazas are allocated to IHMCL by NHAI for the implementation and O&M services of ETC system.



As and when the requirement of implementation of ETC system is received from NHAI, IHMCL undertakes the process of limited tenders amongst the empanelled system integrators. IHMCL successfully launched a revised and comprehensive empanelment framework for System Integrators (SIs) to strengthen the Electronic Toll Collection (ETC) ecosystem across the country. The updated framework introduces stricter eligibility criteria and technical benchmarks to ensure participation of only qualified vendors, with a strong focus on security and compliance through mandatory STQC certification of hardware and software. It promotes adherence to national and international quality standards, ensuring reliable, high-performance, and interoperable ETC systems. Designed for scalability and future-readiness, the framework outlines clear guidelines for infrastructure expansion, maintenance, and integration with emerging technologies. Additionally, the streamlined and transparent onboarding process enhances operational efficiency, aligning with the broader Digital India vision of modernizing transport and tolling infrastructure.

Multi-Lane Free Flow (MLFF) tolling Project

As part of its ongoing efforts to modernize tolling infrastructure and improve the efficiency of tolling operations on highways, under the aegis of MoRTH & NHAI, IHMCL is spearheading the implementation of Multi-Lane Free Flow (MLFF) tolling across India's national highway network. The proposed MLFF system shall enable seamless, barrier-less toll collection by deploying a hybrid technology stack that combines FASTag (RFID-based) identification with Automatic Number Plate Recognition (ANPR). This approach will eliminate the need for vehicles to stop at toll plazas, facilitating uninterrupted vehicular movement and enhancing overall user convenience.

Key Benefits:

- **Uninterrupted Traffic Flow -** Vehicles no longer need to stop or slow down at toll plazas, leading to smoother traffic movement and reduced congestion.Enhanced user satisfaction through frictionless, contactless tolling.
- **Operational Efficiency and Cost Savings -** Reduced reliance on toll booth infrastructure and manpower results in lower operating costs over time.

- **Accurate and Transparent Toll Collection -** Digital systems reduce human errors and revenue leakage, ensuring fair and transparent toll assessment.
- **Environmental Benefits -** Smoother traffic flow reduces vehicular idling, cutting down emissions and contributing to cleaner air near tolling points.

Request for Proposals (RFPs) for the selection of Acquirer Banks for FASTag-ANPR-based Multi-Lane Free Flow (MLFF) tolling have been prepared in consultation with the Ministry of Road Transport and Highways (MoRTH). As of July 2025, RFPs have been issued for implementation at the following eight fee plazas:

S. No	Name of Fee plaza	NHAI PIU	Issue Date	Status
1.	Choryasi Fee Plaza	Surat	08-05-2025	Awarded
2.	Gharaunda Fee Plaza	Ambala	08-05-2025	Awarded
3.	Km 22+750 Fee Plaza of Urban Extension Road -II (UER II)	Dwarka	13/05/2025	No bids received, Under bidding
4.	Nemili (Sriperumbudur) Fee Plaza	Kancheepuram	13/05/2025	Under re-bidding
5.	Bijwasan (Dwarka Expressway) and Panchgaon Fee Plaza	Dwarka & Rewari	26-06-2025	Under bidding
6.	Daulatpura Fee Plaza	Kota	21-07-2025	Bids Under Evaluation
7.	Manoharpura Fee Plaza	Jaipur	21-07-2025	Bids Under Evaluation
8.	Shahjahanpur Fee Plaza	Jaipur	21-07-2025	Bids Under Evaluation

To support the implementation of Multi-Lane Free Flow (MLFF) tolling, a dedicated Technical Working Group was constituted comprising representatives from issuer banks/entities/acquirer banks, NPCI, Concessionaire and IHMCL to finalize the MLFF Technical Specifications. The finalized document was circulated by NPCI to all participating banks on 19 June 2025. In alignment with these specifications, NPCI issued a circular dated 27 June 2025 mandating all banks to implement **Exception Code - 08** for MLFF transactions.

To enable enforcement against toll defaulters, an e-Notice mechanism has been developed, under which e-notices shall be issued to users who fail to pay tolls. The process flow for e-Notices has been finalized, and API development has been completed by NPCI and NIC. A tripartite Memorandum of Understanding (MoU) between NHAI, NIC, and NICSI is also being

formalized for the development and maintenance of the e-Notice and Grievance Redressal Portal. Further strengthening the digital payments ecosystem, Canara Bank has been appointed as the Payment Gateway Service Provider for facilitating seamless settlement of e-Notice payments to NHAI. These coordinated efforts mark a significant milestone in building the institutional and digital foundation necessary for nationwide MLFF adoption.

Advanced Traffic Management System (ATMS)

To strengthen road safety, traffic enforcement, and incident management on national highways, IHMCL is implementing the Advanced Traffic Management System (ATMS) in alignment with the updated Standard ATMS Document approved by the Executive Committee of NHAI in October 2023. The revised ATMS Guidelines, 2023 of NHAI, incorporate emerging technologies such as Artificial Intelligence (AI) and video analytics, and define the functional and technical specifications for a comprehensive, modernized Advanced Traffic Management System (ATMS). The initiative is designed to establish a digitally enabled highway ecosystem aimed at real-time traffic monitoring, responsive enforcement, and improved road safety outcomes.

The ATMS solution comprises the following key sub-systems:

- Video Surveillance System / Traffic Monitoring Camera System (TMCS)
- Video Incident Detection and Enforcement System (VIDES)
- Vehicle Actuated Speed Display System (VASD)
- Fixed and Portable Variable Message Sign (VMS) System
- Communication Network with OFC Backbone
- Emergency Call Box*
- Mobile Radio Communication System*
- ATMS Command & Control Center with ATMS Software
- Power Supply for Field Equipment as well as for ATMS Command & Control Center

The status of ATMS projects undertaken by IHMCL is as follows:

S. No.	Project Name	Contract Signing Date	ATMS Contractor	Status
1.	Dwarka Expressway (NH-248BB) and existing Delhi-Gurugram to Jaipur section of NH-48 as one combined loop on EPC mode - Total Length of project 56 Km	28.03.2024	M/s Superwave Communication and Infrasolution Private Limited	Installation completed, integration with NIC for e-challan completed, Site Acceptance Test under progress

S. No.	Project Name	Contract Signing Date	ATMS Contractor	Status
2.	Delhi Agra Section of NH-19 on EPC mode - Total Length of project 184 Km	29.07.2024	M/s Superwave Communication and Infrasolution Private Limited	Installation under progress
3.	Lucknow Ring Road (LRR) of NH-230 on Opex mode - Total Length of project 105 Km	07.10.2024	M/s QuaLiX Information System LLP	Installation under progress
4.	Urban Extension Road II (UER-II) of NH-344M on OPEX mode - Total Length of project 75 Km	27.12.2024	M/s Trafiksol ITS Technologies Limited - M/s Tecsidel India Private Limited	Installation under progress
5.	Video Incident Detection and Enforcement System (VIDES) at Bengaluru to Mysuru section of NH - 275 (Augmentation) - - Total Length of project 117 Km	07.02.2024	M/s Tecsidel India Pvt Ltd - M/s Intellirout India Services LLP (JV)	Under O&M

- IHMCL is also formulating a comprehensive plan for the implementation of Advanced Traffic Management Systems (ATMS) across national highways, aligned with the specific requirements received from ROs and PIUs.

Figure 1: ATMS Control Center - Dwarka Expressway

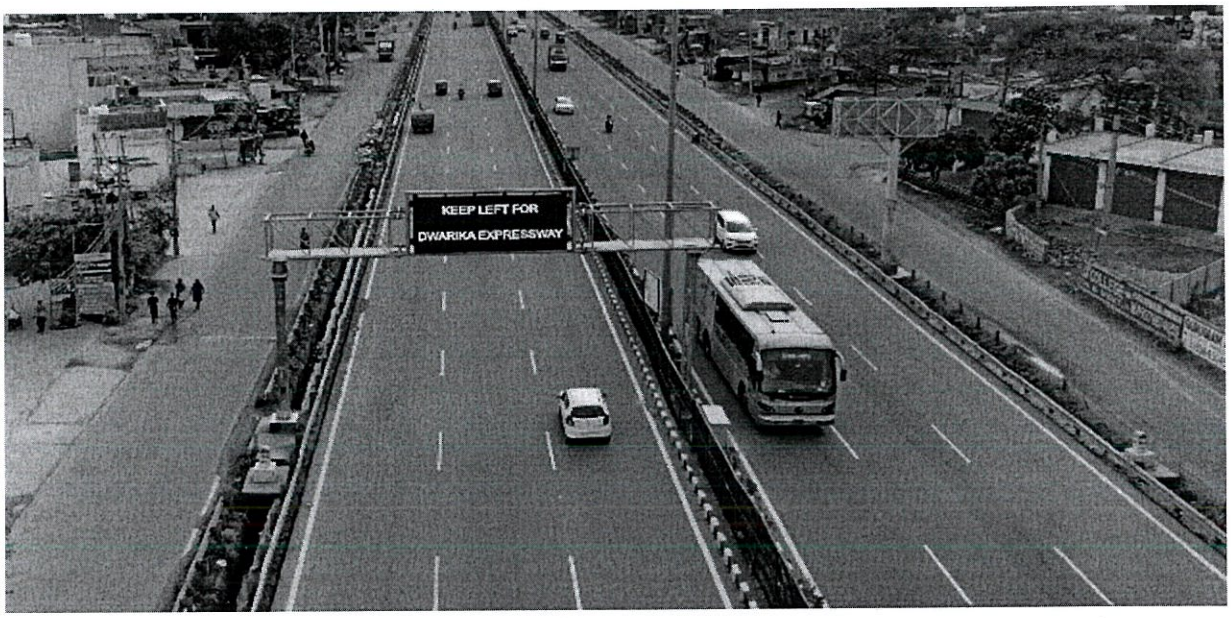


Figure 2: Variable Message Signboard - Dwarka Expressway

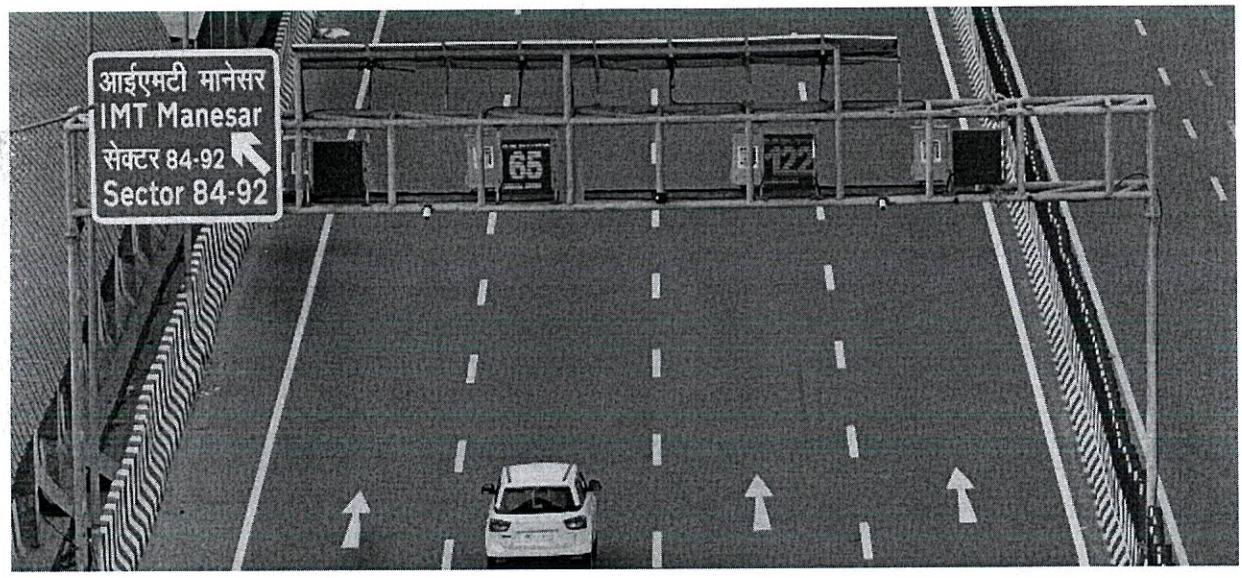


Figure 3: Vehicle Actuated Speed Display System - Dwarka Expressway

Figure 4: Video Incident Detection & Enforcement System - Dwarka Expressway

Figure 5: Traffic Monitoring Camera System - Dwarka Expressway

Toll Monitoring and Control Centre (TMCC) Project

To enhance the efficiency, transparency, and reliability of tolling operations across the national highway network, the Toll Monitoring and Control Centre (TMCC) project was conceptualized in 2020. The initiative envisions the establishment of a robust, IoT-enabled, real-time monitoring framework designed to ensure seamless oversight of Electronic Toll Collection (ETC) infrastructure. At the core of the TMCC initiative is the development of a cloud-based Toll Data Lake–a centralized repository consolidating toll transaction data and other relevant datasets from various projects undertaken by IHMCL. By integrating advanced data analytics and visualization tools, the project aims to enable proactive monitoring, actionable insights, and data-

driven decision-making, thereby reinforcing the operational resilience and governance of the tolling ecosystem.

As in July 2025, 1083 NH fee plazas are on-boarded with TMS integration for real-time toll transactional data and for real time critical equipment health monitoring installed at toll plazas. As a policy, it has been mandated that any new toll plaza in integrated with TMCC so tha toll collection data and equipment health status can be monitored from beginning itself.

TMCC dashboard access has been provided to all NHAI ROs/PIUs, officials in NHAI HQ, Concessionaires and System Integrators for monitoring of their respective fee plazas. TMCC Operations & Maintenance team has been deployed at Command-and-Control Centre, NHAI HQ who are attending the alerts/tickets generated by system for equipment downtime/transactional issues on 24*7 basis at NHAI HQ. The process for integration with NPCI has been completed and currently mechanism for migration of historical data is in process. Screenshots of TMCC BI dashboard are as follows:

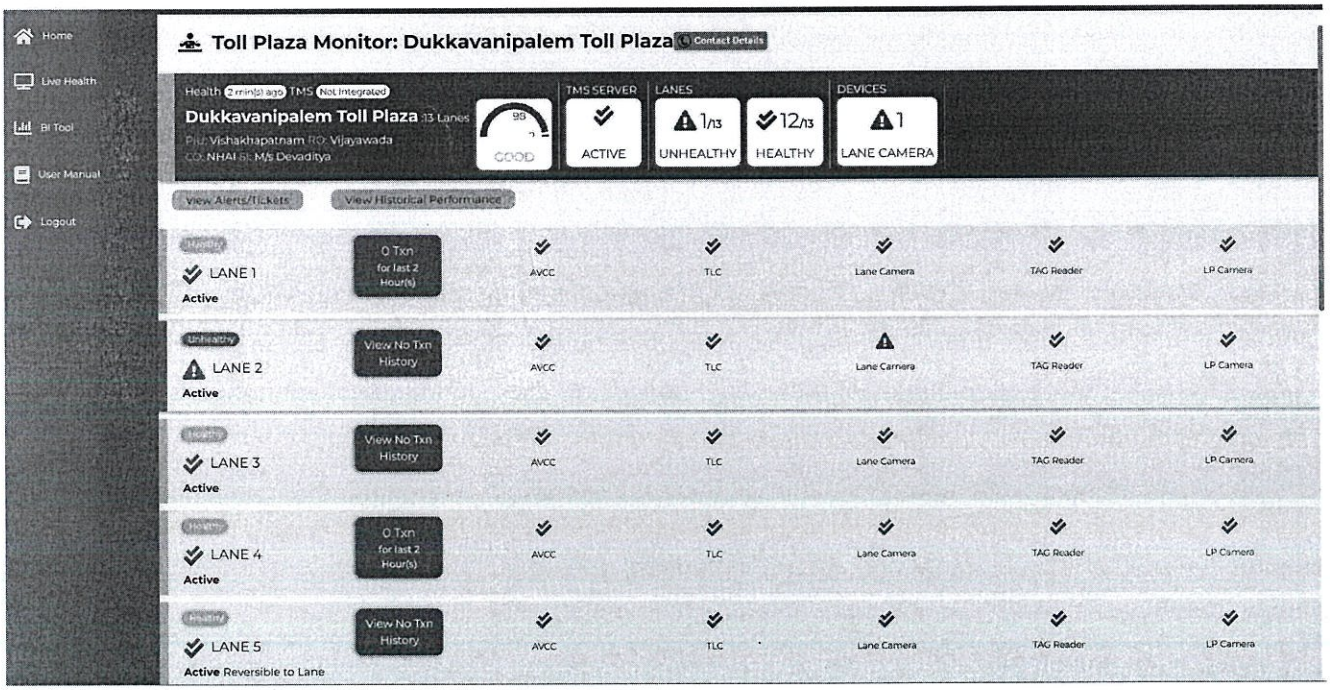


Figure 6: Dashboard for monitoring critical ETC Equipment

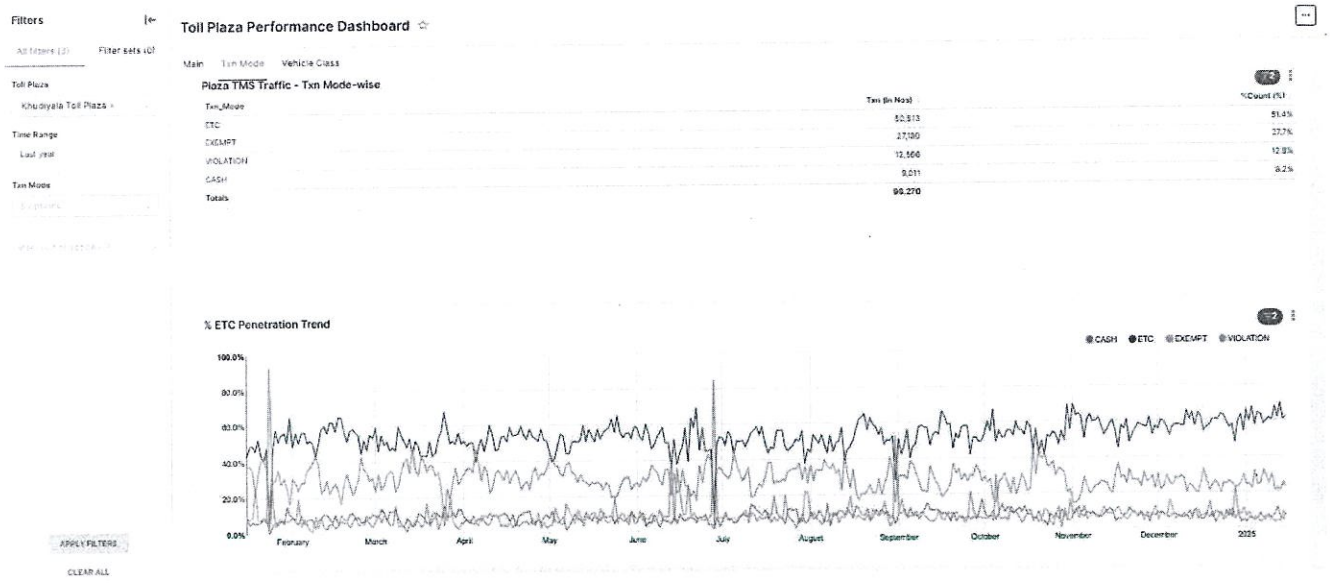


Figure 7: Toll Plaza performance dashboard

Figure 8: Country view dashboard

Integration with e-Detection System of NIC - As part of the ongoing efforts to enhance enforcement through data integration, a successful pilot has been carried out for integrating the Toll Monitoring and Control Centre (TMCC) with NIC's e-Detection system across 52 toll plazas in the Delhi-NCR region.

Efforts are underway to extend this integration to other states in coordination with NIC, enabling real-time data sharing for improved vehicular compliance monitoring.

During the mega festive occasion of Maha Kumbh, API integration was successfully developed and made operational on 31st December 2024 to enable real-time sharing of traffic data from toll plazas surrounding Prayagraj with Allahabad Smart City Limited. This data-sharing arrangement remained active until 9th April 2025, providing critical support for traffic planning, crowd management, and smooth vehicular movement during the large-scale event.

As part of the Toll Monitoring and Control Centre (TMCC) initiative, a dedicated **Toll Plaza Congestion Monitoring Portal** has been developed to provide real-time visibility into traffic conditions across the national highway network. The portal offers live insights into queue lengths, number of operational lanes.

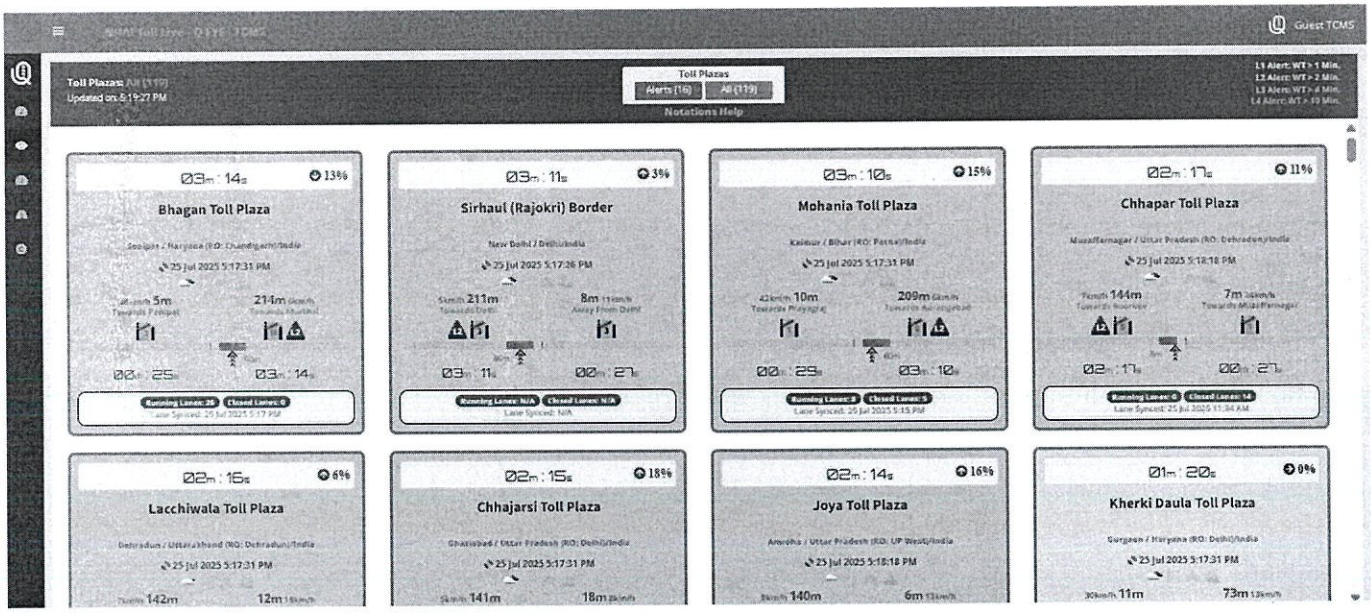


Figure 9: Toll Plaza Congestion Monitoring Dashboard

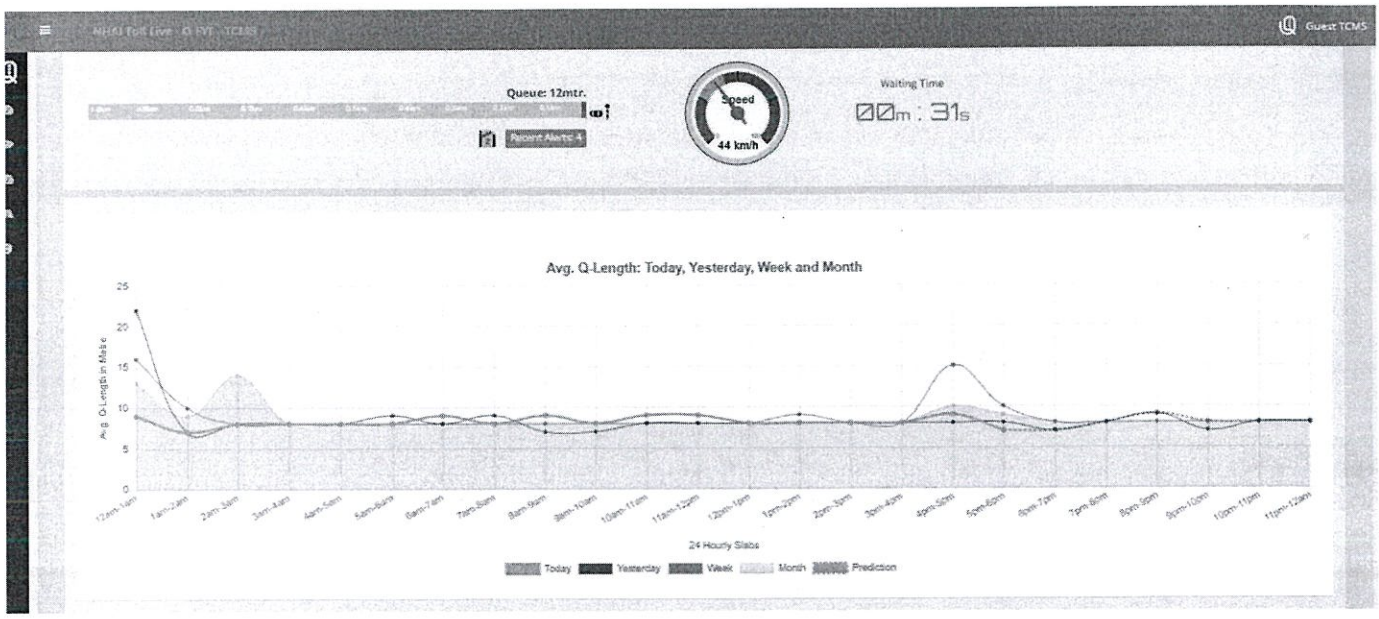
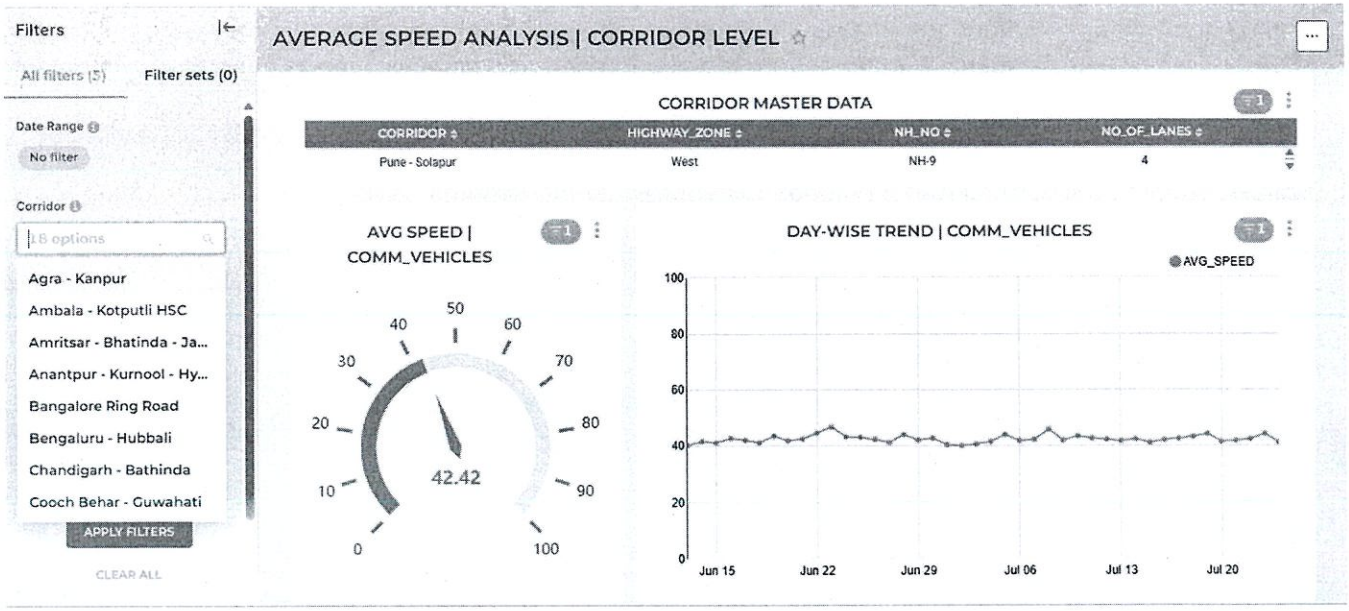
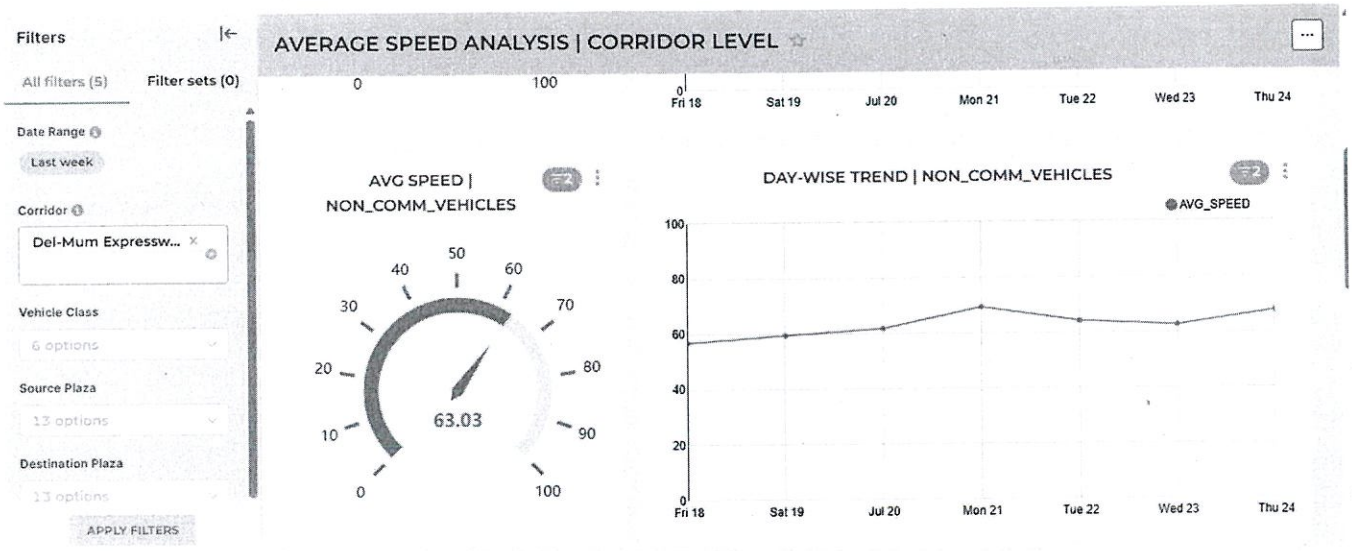


Figure 10: Average Queue Length data

A dedicated **Corridor Speed Monitoring Dashboard** was developed to facilitate the sharing of **class-wise vehicle speed data** in support of the **PM Gati Shakti** initiative. This dashboard enables real-time monitoring of traffic flow and speed trends across key highway corridors, thereby contributing to **data-driven infrastructure planning**, **mobility optimization**, and **multi-modal logistics coordination**.





Traffic Survey Using Portable ATCC System along with Videography

As part of the infrastructure planning under the PM Gati Shakti National Master Plan, NHAI entrusted IHMCL to conduct nationwide traffic surveys for identifying corridors requiring capacity augmentation or greenfield development.

Project Highlights:

- Over 500+ highway stretches were identified and grouped into 10 zones across the country.
- IHMCL appointed multiple survey agencies through a competitive tendering process.
- Portable ATCC systems with videography were used to collect accurate and scientific traffic data.
- A separate validation agency was on-boarded to ensure the accuracy and credibility of the collected data.

As of December 2024, surveys were successfully completed at 7,847 locations. The validated data now forms a critical input for future infrastructure projects and policy formulation. The project has been completed in December 2024.

Audit Camera System Project

IHMCL has initiated a project for the implementation of an AI-based Audit Camera System at 161 public-funded toll plazas with annual revenue exceeding ₹50 crore. The initiative aims to deploy video-based Automatic Traffic Counter and Classifier (ATCC) systems using AI-enabled cameras to enhance toll audit accuracy and transparency. The Request for Proposal (RFP) for the project was issued on 19/02/2025 with the toll plazas distributed across three zones, with each bidder eligible for award of only one zone. Financial bids from five responsive bidders were opened on 10th July 2025, and the financial evaluation was being carried out.

Strategic Advisory Engagement with KPMG

As part of a strategic consulting engagement, KPMG was onboarded to support IHMCL across three critical workstreams. These included conducting an impact assessment of the NETC programme, optimizing reporting and performance monitoring of IHMCL's digital platforms, and undertaking a comprehensive organizational review to recommend policy reforms such as Annual Pass via FASTag for passenger car. The deliverables aim to strengthen operational efficiency, policy alignment, and programme effectiveness.

Revised Parking Policy

IHMCL released a revised parking policy aimed at enhancing the security, transparency, and efficiency of FASTag-enabled parking systems across the country. The policy introduces stringent security parameters, including the compulsory installation of Automatic Number Plate Recognition (ANPR) cameras to ensure accurate vehicle tracking and monitoring. It mandates the discontinuation of manual transactions, promoting a fully digital, contactless, and auditable parking experience. The revised framework places strong emphasis on consumer protection and operational transparency, ensuring standardized procedures and real-time data availability. This initiative aligns with IHMCL's commitment to modernizing mobility infrastructure and supports the broader vision of the Digital India programme through FASTag.

Total no. of Parking Sites on-boarded by Member Banks

Sr. No.	Name of the Member Bank	Total Number of Parking sites On-boarded	Total Number of transactions processed till 17.07.2025
1	Airtel Payments Bank	187	24463061
2	Axis Bank	8	3329906
3	HDFC Bank	10	130187
4	ICICI Bank	126	46396856
5	IDBI Bank	13	339626
6	IDFC Bank	110	20464834
7	Kotak Mahindra Bank	4	1141040
8	Paytm Payments Bank	23	93883
9	Yes Bank	48	651755
	Total	**529**	**97011148**

C. NH Helpline 1033

Realizing the requirement of single emergency contact number for across National Highway stretches, NHAI has given a mandate to Indian Highways Management Company Limited (IHMCL) to set up the fee-free helpline for road users on national highways. The 1033 Helpline was formally launched by Hon'ble Minister Shri Nitin Gadkari (Union Minister for Road Transport & Highway) on 07.03.2018. 1033 enables concerned stakeholders to take necessary steps in-case resolution is not meeting for genuine complaints and caller requirement.1033 has ensures systematic processes and SoPs (standard operating procedures) to address highway user complaints. Analysis is done on a regular basis to improve the system and provide recommendations based on user complaints.

Key Features of '1033 Helpline'

- ✓ A single 4-digit toll Free Universal Access Number (UAN) "1033".
- ✓ Work shifts to ensure 24x7 operation and support for highway users
- ✓ Supported with escalation matrix for grievance resolution
- ✓ Close coordination with highway authorities, ambulances, NH officials for timely resolution of critical matters

FINANCIAL PERFORMANCE

Particulars	Amount in Rs. (lacs.) 2024-25	Amount in Rs. (lacs) 2023-24
Total Revenue	94,866.67	87,070.26
Total expenses excluding depreciation	82,203.30	79,153,68
Profit/(Loss) before Depreciation & Tax	12,663.37	7916.58
Depreciation	149.49	133.16
Profit /(Loss) after depreciation	12,513.87	7783.42
Profit/(Loss) after prior period adjustment	12,513.87	7783.42
Provision for Tax	3,212.96	2223.54
Profit after tax	9,300.91	5559.88

DIVIDEND

- The Board, considering the company's performance and financial positions for the year under review, has not recommended any dividend on equity shares of the company for the year ended 31st March 2025.

RESERVES

- The Board, after considering the company's performance and financial positions for the year under review, has recommended and transferred an amount of Rs.601Cr. to reserves, as appearing in the Balance Sheet of the company as on 31st March, 2025.

SHARE CAPITAL

- Authorized capital of the company is Rs.40 crores consisting of 4 crores Equity Shares of Rs.10/- each.
- Paid-up capital of the company as on 31st March,2025, stands at Rs.18,12,42,560/- comprising of 1,81,24,256 equity shares of Rs. 10/- each.

During the year under review, there is no change in share capital structure of the Company.

EXTRACT OF THE ANNUAL RETURN

- As provided under Section 92 (3) of the Act read with Rule 12(1) of the Companies (Management and Administration Rules), 2014, the extract of annual return is given in "Annexure-I" in the prescribed Form MGT-9, which forms part of this report. The same is available on https://ihmcl.co.in/

MEETING OF THE BOARD OF DIRECTORS

The Board Meetings were held 04 (Four) times held during the period under review as detailed below:

Sr. No.	Particulars of the Meeting	Date of the Meeting
1.	51th Meeting	22.05.2024
2.	52th Meeting	11.09.2024
3.	53th Meeting	10.01.2025
4.	54th Meeting	26.03.2025

CHANGES IN THE BOARD OF DIRECTORS & KEY MANAGEMENT PERSONNEL

During the year under review, following changes have occurred in the constitution of the Board and its KMP:

Name of Director/KMP	Designation	Date of change	Nature of change
	Changes in Board of Directors		
Sh. Depinder Singh Dhesi (DIN: 01433541)	Independent Director	09.04.2024	Appointment
Sh. Mukesh Kumar Jain (DIN: 10513759)	Nominee Director	30.09.2024	Cessation
Sh. Amitabh Kumar Jha (DIN07130355)	Nominee Director	30.09.2024	Appointment
Sh. Jitender Kumar Chauhan (DIN 01552767)	Nominee Director	26.03.2025	Appointment
Sh. N.R.V.V.M.K. Rajendra Kumar (DIN: 09494456)	Nominee Director	22.04.2025	Appointment
Sh. Niraj Jayavadan Tralshawala (DIN:10712796)	Nominee Director	11.09.2024	Appointment
Sh. Abdul Basit (DIN 11192640)	Nominee Director	16.07.2025	Appointment
Ms. Arnika Disit (DIN 03049143)	Nominee Director	16.07.2025	Appointment
Sh. Vinod Kumar Menon (DIN: 03075345)	Nominee Director	14.02.2025	Cessation
Sh. Bijith Bhaskar (DIN: 08401402)	Nominee Director	13.05.2024	Cessation
Sh. Chandan Kumar Sinha (DIN: 10895465)	Nominee Director	10.01.2025	Appointment
Sh. Chandan Kumar Sinha (DIN: 10895465)	Nominee Director	16.07.2025	Cessation
Sh. Vivek Gupta (DIN: 08908826)	Nominee Director	01.04.2025	Cessation
Sh. Subhash Khurana	CFO	30.04.2024	Cessation
Sh. Soumya Mukhopadhaya	CFO	02.05.2024	Appointment

Details of the Director attending Board Meeting is enclosed as Annexure-II

- STATEMENT REGARDING DECLARATION GIVEN BY INDEPENDENT DIRECTOR U/S 149(7)

- Pursuant to the provisions of Section 149 of the Act, Sh. Deepender Singh Dhesi and Mrs. Surabhi Sinha continued as Independent Directors during the period under review and have submitted a declaration that they meets the criteria of independence as provided in Section 149(6) of the Act.

AUDITORS REPORT

(Audit Report is placed at Annexure-III)

- There were few observations made by the Statutory Auditors in their report. The Audit Observations and Management Reply is placed at Annexure IV.

STATUTORY AUDITORS

- Pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board had approved appointment of M/s Reshma Associates, Chartered

Accountants, as the Statutory Auditors of the Company to hold office till the conclusion of Thirteenth Annual General Meeting of the Company. The Share holders vide its meeting held on 07.03.2025 approved the appointment of Statutory Auditor.

- M/s Reshma Associates, Chartered Accountants, have given their consent to continue to act as Statutory Auditors of the Company In accordance with section 139 (1).

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186

- There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)

- During the Financial year 2024-2025, Company has not entered into any contracts or arrangements as referred to in Section 188(1).
- The Company has disclosed the Related Party Transactions during the year 2024-25 in Note No. 39.2 forming part of the Financial Statement and which are also self-explanatory to the Stakeholders.

IHMCL'S POLICY ON DIRECTORS APPOINTMENT & REMUNERATION

Directors Appointment

- As per Articles of Association of IHMCL, National Highways Authority of India has right to appoint two Directors.

Directors Remuneration

- IHMCL at present does not have any whole time Director and therefore no remuneration is being paid to any Directors except sitting fee for attending the Board or Committee Meetings. The sitting fee is Rs.35,000/- per meeting which is paid to all Directors except Directors who are in Government Service.

Appointment & Remuneration of Key Management Personnel and other employees

- Appointment of Key Managerial personnel is done based upon the provisions of Companies Act, 2013. Other senior employees are appointed depending upon the work requirements of IHMCL, commensurate qualification and experience. Remuneration of employees and Key Management Personnel who are in employment of IHMCL is fixed based upon the present market trends, qualification and experience of employee. Employees or KMPs who are NHAI employees and have been deputed by NHAI to IHMCL, continue to be governed by NHAI terms of service and continue to draw salary and remuneration as per NHAI Rules.

Evaluation of Board's performance

- Performance of each Board member is evaluated based upon attendance to Board or Committee Meetings, positive contribution in the meetings and overall strategic planning.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

- The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are applicable to the Company.

- The Board has constituted the Audit Committee to review the financial results, internal financial controls and risk management system, to monitor vigil mechanism, auditor's independence and performance etc.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.

- There have been no material changes and commitments affecting financial position between end of the financial year and the date of the report.

DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY.

- The IHMCL management keeps on identifying, evaluating and managing all significant risks faced by the Company. However, formation of Risk Management Policy is under the process.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY:

- As per the Section 135 of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

- Since the Company has achieved the mark of Net profit of rupees five Crore, the Board has constituted the Corporate Social Responsibility Committee (CSR committee) and the Company has make an expenditure of an amount of Rs.1.87 Cr. on account of CSR for the FY 2024-25. (Annexure V)

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

1. In preparation of the Annual Accounts for the financial year ended 31st March 2025, the applicable Accounting Standards have been followed along with proper explanation to material departures;
2. The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are 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 that period.
3. The Directors have 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.
4. The Directors have prepared the Annual Accounts on a going concern basis.

5. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INFORMATION PURSUANT TO RULE 8 OF COMPANIES (ACCOUNTS) RULES, 2014

- Particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo:
- Information pursuant to Rule 8(3) of Companies (Accounts) Rules, 2014 is as under

Particulars	Steps taken
A- Conservation of energy	
i. Steps taken or impact on energy conservation	Efforts are being made to conserve energy in the operations and activities of IHMCL. In fact the essence of the e feeing being implemented by IHMCL is energy conservation. By providing seamless passage at all NH fee plazas across the country, IHMCL will help in saving substantial wastage of fuel consumed by vehicles waiting at Fee Plazas.
ii. Steps taken for utilizing alternate sources of energy	Operations of IHMCL are still evolving and wherever possible alternate sources of energy shall be used.
iii. Capital investment on energy conservation equipments.	NIL
B- Technology Absorption	
i. Efforts made towards technology absorption	There is not much scope of technology absorption in the operations of IHMCL.
ii. The benefits derived like product improvement, cost reduction, product development and import substitution	IHMCL is using indigenous technology and is in service sector, hence not much scope.
iii. Details related to imported technology	Not applicable as IHMCL is not using imported technology.
iv. Expenditure on Research & development	NIL
C- Foreign Exchange earnings and outgo	
i. Actual earnings	NIL
ii. Actual outgo	NIL

CHANGE IN NATURE OF BUSINESS:

- There has been no change in the nature of business of the Company during the financial year under review.

DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

- IHMCL is neither a holding company nor has any subsidiary, Joint Ventures or Associate Companies.

INTERNAL FINANCIAL CONTROL & ITS ADEQUACY:

- The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control. 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.
- IHMCL is having adequate internal financial control commensurate to its nature and size of business. These are routinely tested and certified by Statutory as well as Internal Auditors and cover all key business areas.

MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS:

- There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

DEPOSITS:

- The Company has not sought or accepted any deposits from public, and no allotment is pending for the shares issued in the previous year, hence the Company is not required to furnish information in respect of outstanding deposits under the Companies (Acceptance of Deposits) Rules, 2014.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

- IHMCL is an equal opportunity employer. The endeavor of the management is to create and provide an environment that is free from discrimination and harassment including sexual harassment.
- Company has a zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. Internal Complaints Committee to redress complaints received regarding sexual harassment has been constituted.
- During the period under review, no complaint has been received by the Company related to any sexual harassment.

PARTICULARS OF EMPLOYEES PURSUANT TO RULE 5(2) OF COMPANIES (APPOINTMENT & REMUNERATION OF KEY MANAGERIAL PERSONNEL) RULES, 2014:

- There was no employee of the company who if employed throughout the financial year, was in receipt of remuneration for that year which, in aggregate, was not less than One Crore Two Lakhs rupees or if employed for part of the financial year was in receipt of remuneration for any part of that year which, in aggregate, was not less than Eight Lakhs Fifty Thousand rupees per month. Further, there was no employee who if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate is in excess of that drawn by the Managing Director or Director and holds by himself or along

with his spouse and dependent children, not less than two percent of the equity shares of IHMCL.

SECRETARIAL STANDARDS:

- The Company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.

SECRETARIAL AUDIT:

- Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s S. Behera & Co., Company Secretaries (CP:5980), has conducted Secretarial Audit of the Company for the year ended 31st March, 2025. The Secretarial Auditors' Report is enclosed to the Board's report in this Annual Report. (Annexure VI)

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

- The provisions of Section 125(2) of the Companies Act, 2013 do not apply to this company as the company was not required to and hence not transferred any money to unpaid dividend account in pursuance to sub-section (5) of section 124 of the Companies Act, 2013 and as there is no money which remains unpaid or unclaimed for a period of seven years from the date of such transfer.

DISCLOSURE ABOUT MAINTENANCE OF COST RECORDS AS PER SUB-SEC (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

- The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company during the year under review.

ACKNOWLEDGEMENTS:

- The Directors wish to place on record their appreciation and acknowledge with gratitude the support and cooperation extended by NHAI, NHBF, Concessionaires, Financial Institutions, NPCI, Banks, Government/Semi Government Organizations, Shareholders and Employees of the Company and looks forward their continued support in future.

On behalf of the Board of Directors

Sd/-

Vishal Chauhan, IAS
Chairman & Managing

Director

DIN: 07245625

Date: 22/09/2025
Place: Delhi

ANNEXURE I

EXTRACT OF ANNUAL REPORT

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2025
[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: U74140DL2012PLC246662
ii) Registration Date: 26th December, 2012
iii) Name of the Company: INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
iv) Category/sub-category of the Company: Company Limited by shares
v) Address of the Registered Office and Contact Details:
NHAI HQ, Plot No. G 5 & 6, Sector-10, Dwarka-110075
vi) Whether listed company yes/no: No
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any
M/s Beetal Financial & Computer Services Pvt. Ltd., 99, Madangiri, New Delhi-110062, Tel No.-011-29961281 & E-mail id- beetalrta@gmail.com

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: -

Sl No.	Name and Description of main products/services	NIC code of the product/ service	% to total turnover of the Company
1.	E Feeing services on National Highways	-	90%
2.	Other Projects	-	10%

III. PARTCULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

IHMCL has no Holding, Subsidiary or Associate Companies.

Sl No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% Of Shares Held	Applicable Section
1.	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
2.	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
3.	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

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. PROMOTERS Indian Individual/HUF	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Bodies Corporate	11610740	6513516	18124256	64.06 %	11610740	6513516	18124256	64.06%	NIL
Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub Total A(1)	11610740	6513516	18124256	64.06 %	11610740	6513516	18124256	64.06%	NIL
Foreign									
NNRIS Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Other Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Bodies Corp	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Bank/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub Total A (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Shareholding of Promoter A=A(1) +A(2)	11610740	6513516	18124256	64.06 %	11610740	6513516	18124256	64.06%	NIL

B. Public Shareholding 1. Institution a. Mutual Funds b. Bank/FI c. Central Govt. d. State Govt(s) e. Venture Capital Funds f. Insurance Companies g. FIIS h. Foreign Venture Capital Fund i. Others (specify) Sub Total B(1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Non Institutions Bodies Corp i Indian ii Overseas Individuals Individual shareholders holding nominal share capital upto Rs. 1 Lakh Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh Other (Specify) Sub-Total B(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Public Shareholding B=B(1)+ B(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	11610740	6513516	18124256	64.06%	11610740	6513516	8124256	64.06%	NIL

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

1) Category-Wise Shareholding

2) Shareholding of Promoters

SL No.	Shareholders Name	Shareholding at the beginning of the Year*			Shareholding at the end of 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	% change in shareholding during the year
1	National Highway Authority of India	7500000	41.38	NIL	7500000	41.38	NIL	NIL
	Total	7500000	41.38	NIL	7500000	41.38	NIL	NIL

3) Change in Promoters' Shareholding (no change)

S.No		Shareholding of the beginning of the year		Increase/Decrease during the year		Cumulative Shareholding During the year	
	Name of the Promoters Shareholder	No. of shares	% of total Shares of The company	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company
1	National Highway Authority of India	7500000	41.38	Nil	Nil	7500000	41.38
	Total	7500000	41.38	Nil	Nil	7500000	41.38

4) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs).

S. No		Shareholding of the beginning of the year		Increase/Decrease during the year		Cumulative Shareholding During the year	
	Name of the Shareholder	No. of shares	% of total Shares of The company	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company
1	ICICI Bank Limited	1500000	8.28	Nil	Nil	1500000	8.28
2	Axis Bank Limited	1500000	8.28	Nil	Nil	1500000	8.28
3	L & T Finance Limited	1500000	8.28	Nil	Nil	1500000	8.28
4	Oriental Structure Engineers Pvt. Ltd.	555370	3.06	Nil	Nil	555370	3.06
5	Shapooraji Pallonji Roads Private Limited	555556	3.06	Nil	Nil	555556	3.06
6	IRB Infrastructure Developers Ltd	555370	3.06	Nil	Nil	555370	3.06
7	Essel Infra projects Ltd	555370	3.06	Nil	Nil	555370	3.06

8	L&T Infrastructure Development Projects Ltd	555370	3.06	Nil	Nil	555370	3.06
9	Ashoka Concession Ltd	555370	3.06	Nil	Nil	555370	3.06
10	GMR Highways Ltd	555370	3.06	Nil	Nil	555370	3.06
	Total	8387776	46.27	Nil	Nil	8387776	46.27

5) Shareholding of Directors and Key Managerial personnel

Sl No.		**Shareholding at the beginning of the year**		**Cumulative Shareholding during the year**	
1.	For each of the Directors and KMP	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
2.	At the beginning of the year	NIL	NIL	NIL	NIL
3.	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
4.	At the end of the year				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year Principal amount Interest Due but not paid Interest accrued but not due Total= (1+2+3)	NIL	NIL	NIL	NIL
Change in indebtedness during the financial year Addition Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year Principal amount Interest due but not paid Interest accrued but not due Total=(1+2+3)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl No.	Particulars of Remuneration	Name of MD/WTD/MANAGER		Total Amount
1.	Gross Salary Salary as per provision contained in section 17(1) of the Income Tax Act, 1961 Value of perquisites u/s 17(2) Income-Tax Act, 1961 Profit in lieu of Salary u/s 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission As % of profit Others, specify	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total(A)			
	Ceiling as per act			

B. Remuneration to Director's

Sl No.	Particulars of Remuneration					Name of Directors (Rs.)				Total Amount (Rs.)
1.	Independent Directors Fee for attending board committee meetings Commission Others, please specify						Sh. Depinder Singh Dhesi	Mrs. Surbhi Sinha		
2.	Total (1)						1,75,000/-	1,75,000/-		3,50,000/-
3.		Dr. Malini Ester	ICICI Bank	Axis Bank	Amitabh Kumar Jha	Jitender Kumar Chauhan	LT Finance Company Ltd	Sh. TR Rao	Sh. Bangaru Raju Obbillisetty	Total Amount

4.	Other Non-Executive Directors Fee for attending Board committee meetings Commission Others, please specify	70,000/-	70,000/-	35,000/-	70,000/-	35,000/-	35,000/-	1,40.000/-	70,000/-	5,25,000/-
5.	Total (2)	70,000/-	70,000/-	35,000/-	70,000/-	35,000/-	35,000/-	1,40,000/-	70,000/-	5,25,000/-
6.	Total B = (1)+(2)									8,75,000/-
7.	Total Managerial Remuneration									NIL
8.	Overall ceiling as per Act									

C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		Sh. Vishal Chauhan (CMD)	Sh. Gopabandhu Mishra (CS)	Sh. Subhash Khurana (CFO)	Total
1.	Gross Salary Salary as per provision contained in section 17(1) of the Income Tax Act, 1961 Value of perquisites u/s 17(2) Income-Tax Act, 1961 Profit in lieu of Salary u/s 17(3) of the Income Tax Act, 1961	NIL	16,21,426/-	NIL	16,21,426/-
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission As % of profit Others, specify	NIL	NIL	NIL	NIL

5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	16,21,426/-	NIL	16,21,426/-

VII. PENALTIES /PUNISHMENT /COMPOUNDING OF OFFENCES:

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)**
Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
Other officers in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

ANNEXURE-II

Details of Director Attend Board Meeting

Date of Board Meeting	Sh. Vishal Chauhan	Sh. Depinder Singh Dhesi	Ms. Surabhi Sinha	Sh. Talluri Raghupati Rao	Sh. Bangaru Raju Obbilisetty	Sh. Mukesh Kumar Jain	Sh. Raju Francis Dodti	Dr. Esther Malini	Sh. Vinod Kumar Menon	Sh. Bijith Bhaskar	Niraj Tralshawala	Sh. Vivek Gupta	Sh. Amitabh Jha	Sh. Jitender Kumar Chauhan	Sh. Chandan Kumar Sinha
22.05.2024	P	P	P	P	P	P	L	L	L	L	NA******			Na********	NA
11.09.2024	P	P	P	P	P	P	P	P	L	NA*****	P	L	NA*******	Na********	NA
10.01.2025	P	P	P	L	NA*	P	NA***	P	L	NA*****	P	P	P	Na********	NA
26.03.2025	P	P	P	P	NA*	NA**	NA***	L	NA****	NA*****	L	L	P	P	Na**********

P- Present, L- Leave of absence

* Resigned on 30.09.2024
** Resigned on 30.09.2024
*** Resigned on 30.09.2024
**** Resigned on 14.02.2024
*****Resigned on 13.05.2024
****** Appointed on 11.09.2024
******* Appointed on 30.09.2024
******** Appointed on 26.03.2025
********* Appointed on 23.02.2024

INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
CIN: U74140DL2012PLC246662
Significant Accounting Policies and notes forming part of the Financial Statements for the year ended on March 31, 2025

1 CORPORATE INFORMATION:

Indian Highways Management Company Limited was incorporated in the year 2012. The object of the company is to provide services of the management of toll collection of National Highways through electronic toll systems; to assess the volume of traffic and to standardize the process of data collection and creation of a central data repository through Traffic Surveys using portable ATCC; Setting up and operationalizing 24x7 Helpline (Call Centre)-"1033" for Road Users; Toll Monitoring & Control Centre for real-time monitoring of system; Implementation of Advance Traffic Management System (ATMS) work on National Highways and Expressways on EPC mode.

2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

2.1 Statement of Compliance

The financial statements have been prepared complying in all material respects with the Indian Accounting Standards notified under Section 133 of the Companies Act 2013 i.e. as notified under the companies (Accounting Standards) Rules, 2021 and the relevant provisions of the Companies Act 2013 ("The 2013 Act"). The financial statements comply with IND AS notified by Ministry of Corporate Affairs ("MCA"). The Company has consistently applied the accounting policies used in the preparation for all periods presented.
The significant accounting policies used in preparing the financial statements are set out in Note No. 3 of the Notes to Financial Statements.

2.2 Basis of preparation and presentation

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Upto the year ended March 31, 2021, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

These financial statements have been prepared on the accrual basis under the historical cost convention, except for certain financial instruments which are measured at fair value at the end of each reporting period. Historical cost is generally based in the fair value of the consideration given in exchange of goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Balance Sheet corresponds to the classification provisions contained in Ind AS 1 Presentation of Financial Statements. For clarity, various items are aggregated in the Statement of Profit and Loss and Balance Sheet. These items are disaggregated separately in the Notes, where applicable.

The financial statements are presented in Indian Rupees (₹) which is also the Company's functional currency and all values are rounded to the nearest lakh with two decimals places, except otherwise stated. Wherever the amount represented ₹ '0' (zero) construes value less than rupees one thousand.

2.3 Basis of measurement

The financial statements have been prepared on an accrual basis as a going concern and under the historical cost convention, except for certain financial assets and financial liabilities that are measured at fair value at the end of each reporting date as required under relevant Ind AS.

2.4 Use of estimates

The preparation of the financial statements requires the management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures relating to the contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful trade receivables and advances, employee benefits, provision for income taxes, impairment of assets and useful lives of fixed assets. The application of accounting policies that require critical accounting estimates involving complex and subjective judgement and the use of assumptions in these financial statements have been disclosed in Note No.4

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to changes in these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

Property, Plant and Equipment are stated at original cost net of tax/ duty credit availed, less accumulated depreciation and accumulated impairment losses, if any.
Property, Plant and Equipment are eliminated from financial statement either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively if appropriate.

Depreciation on the property, plant and equipment is provided on straight line method over the useful life of assets as specified in Schedule-II to the Companies Act, 2013. For property, plant and equipment which are added/ disposed off during the year, depreciation is provided on pro-rata basis.

The Company has used the following useful lives to provide depreciation on its Property, Plant and Equipment:

Type of asset	Period
Office Equipment	5 Years
Furniture & Fixture	10 Years
Computer Equipment	3 Years

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3.2 Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets acquired separately are measured initially at cost. Subsequent to initial recognition, intangible assets are stated at cost less accumulated amortization and accumulated impairment loss, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are

Intangible assets with the finite useful life are amortized over the useful economic life on straight line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Intangible assets are amortized as follows:

- Computer Software 3 to 5 years

Intangible assets with indefinite useful lives, if any, are not amortized but tested for impairment annually.

3.3 Impairment of non-financial assets:

As at each balance sheet date, the Company assesses whether there is an indication that an asset may be impaired and also whether there is an indication of reversal of impairment loss recognized in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:-

- In the case of an individual asset, at the higher of the fair value less cost to sell and the value in use ; and
- In the case of cash generating unit (a group of asset that generates identified, independent cash flow), at the higher of the cash generating unit's fair value less cost to sell and the value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discounting rate that reflect the current market assessment of the time value of the money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transaction is taken into account. If no such transaction can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations. These budgets and forecast calculation generally cover a period of five years.

3.4 Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and **short-term deposits** with an original maturity of three months or less and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts, if any, as they are considered an integral part of the cash management.

3.5 Foreign Currency Transactions

The Company's financial statements are presented in Indian Rupees (Rs.) which is also Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rates prevailing on the date of transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expense in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates prevailing at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are reported using the exchange rates prevailing at the date when fair value is determined.

The gain or loss arising translation of non-monetary items is recognized in line with the gain or loss of the item that gave rise to the translation difference (i.e. translation differences on items whose gain or loss is recognized in other comprehensive income or the statement of profit or loss is also recognized in other comprehensive income or the statement of profit or loss respectively).

3.6 Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, we apply the following five step approach:

(1) identify the contract with a customer,
(2) identify the performance obligations in the contract,
(3) determine the transaction price,
(4) allocate the transaction price to the performance obligations in the contract, and
(5) recognize revenues when a performance obligation is satisfied.

The specific recognition criteria described below are met before revenue is recognized:

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Rendering of Services:

The Company earns Programme Management Fees on Toll Collected electronically for managing the central clearing house and Fees for supervising, managing & implementation of Projects mandated by NHAI.

Interest Income

Interest income is recognized using the effective interest rate, which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

Other Income

Revenue is recognized on accrual basis when right to receive the payment is established by the reporting date.

3.7 Employee benefits

Short-term employee benefits:

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post employment benefits:

I) Defined contribution plans:

Retirement benefits in the form of contribution to Provident Fund is a defined contribution plan. The contributions are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the fund.

II) Defined benefit plans:

The Company operates two defined benefit plans viz., gratuity and compensation for accumulated absences. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method.

Other long-term employee benefits:

The Company's net obligation in respect of other long - term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The costs of providing benefits are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out using the projected unit credit method.

3.8 Leases

The policy for Leases as presented in the Company's is as under:

The Company as a lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

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3.9 Earnings per share

Basic earnings per share is calculated by dividing the profit from continuing operations and total profits, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

3.10 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax. It is recognized in statement of profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current Tax

Current income tax represents the tax currently payable on the taxable income for the year and any adjustment to the tax in respect of the previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred Tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset only if:
(i) entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
(ii) deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

3.11 Provisions, Contingent Liabilities and Contingent Assets

General:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent Liabilities and Assets

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are not recognized but disclosed in the Financial Statements when economic inflow is probable.

3.12 Fair value measurement

The Company measures financial instruments, such as, non-current & current investments, derivatives etc. at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
(a) In the principal market for the asset or liability, or
(b) In the absence of a principal market, in the most advantageous market for the asset or liability
The principal or the most advantageous market must be accessible by the Company.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3.13 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A) Financial Assets

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, in the same manner as described in subsequent measurement.

Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

(a) Financial assets at amortized cost
(b) Financial assets at fair value through other comprehensive income (FVTOCI)
(c) Financial assets at fair value through profit or loss (FVTPL)
(d) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

(a) Financial assets at amortized cost

A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

i) Business model test : The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

ii) Cash flow characteristics test : The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

(b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

i) Business model test : The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

ii) Cash flow characteristics test : The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(c) Financial assets at fair value through profit or loss (FVTPL)

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch') that would otherwise arise from measuring financial assets and financial liabilities or recognizing the gains or losses on them on different bases.

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

(d) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognized in the statement of profit or loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit or loss

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's financial statement) when:

a) The rights to receive cash flows from the asset have expired, or

b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

(i) the Company has transferred substantially all the risks and rewards of the asset, or

(ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

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Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial assets:
(a) Financial assets measured at amortized cost
(b) Financial assets measured at fair value through other comprehensive income (FVTOCI)

Expected Credit Losses (ECL) are measured through either 12 month ECL or lifetime ECL and it is assessed as following:

(i) For recognition of impairment loss on financial assets, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.
(ii) Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

(B) Financial liabilities

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.
The Company's financial liabilities include loans and borrowings, trade and other payables and derivative financial instruments.
Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:
(a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.
Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

3.14 Distribution of dividend to equity shareholders

The Company recognizes a liability to make distributions to equity shareholders when the distribution is authorized and the distribution is no longer at the discretion of the Company. The distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

The dividends declared to holders of equity instruments after the reporting period are not recognized as a liability at the end of the reporting period.

3.15 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

3.16 Current and Non-current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non current classification.
An asset is current when:
- It is expected to be realized or intended to sold or consumed in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is expected to be realized within twelve months after the reporting period,
Or
- It is cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
All other assets are classified as non-current.

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A liability is current when:
- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period,
Or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
All other liabilities are classified as non-current.

4 **SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amount reported in the financial statements and notes thereto. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized and, if material, their effects are disclosed in the notes to the Financial Statements.

4.1 **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

4.2 **Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

4.3 **Defined benefit plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using the actuarial valuations. An actuarial valuation involves making various assumptions that may differ from the actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

4.4 **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where there is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimated at the end of each reporting period.

4.5 **STANDARDS ISSUED/AMENDED BUT NOT YET EFFECTIVE**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022 and there is no recenet pronouncement effecting the company which has been issued but not yet effective.

4.6 With effect from 1 April 2023, the Ministry of Corporate Affairs (MCA) vide notification G.S.R. 235(e) dated 31.03.2022 has made it mandatory for companies to maintain an audit trail throughout the year for transactions impacting books of accounts. While the circular dated 24 March 2021 laid out the requirement for management to enable the "audit trail feature", this was deferred twice, with the requirement now finally being applicable with effect from 1 April 2023.

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INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED

CIN: U74140DL2012PLC246662

Balance Sheet as at 31st March, 2025

All Amounts in ₹ Lacs , unless otherwise stated

	Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
I.	**ASSETS**			
1	**Non-current assets**			
(a)	Property, Plant and equipment	5	42.34	76.89
(b)	Intangible Assets	5.1	310.44	351.36
(c)	Financial Assets	6		
	(i) Others		683.10	662.59
(d)	Non-Current Tax Asset (Net)	7	7,716.20	7,329.71
(e)	Defered Tax Asset	14	206.28	542.34
	Total non-current assets (A)		**8,958.36**	**8,962.89**
2	**Current assets**			
(a)	Financial Assets	8		
	(i) Trade Receivables	8.1	8,943.33	8,426.21
	(ii) Cash and Bank balances	8.2	43,212.38	32,472.38
	(iii) Others	8.3	16,081.59	7,745.69
(b)	Other current Assets	9	7,460.61	3,839.24
	Total Current Assets (B)		**75,697.91**	**52,483.53**
	Total Assets (A+B)		**84,656.27**	**61,446.42**
II.	**EQUITY AND LIABILITIES**			
1	**Equity**			
(a)	Equity Share Capital	10	1,812.43	1,812.43
(b)	Other Equity	11	60,121.55	50,821.65
			61,933.98	**52,634.08**
2	**Liabilities**			
	Non-current liabilities			
(a)	Financial Liabilities	12		
	(i) Other Financial Liabilities		154.54	67.34
(b)	Provisions	13	55.34	37.28
(c)	Defered Tax Liabilities	14	-	-
			209.87	**104.61**
	Current liabilities			
(a)	Financial Liabilities			
	(i) Trade payables	15		
	Total outstanding dues of micro enterprises and small enterprises		6,833.10	1,072.84
	Total outstanding dues of creditors other than micro enterprises and small enterprises		960.73	933.50
	(ii) Other financial liabilities	16	9,200.88	1,786.99
(b)	Other current liabilities	17	5,516.66	4,913.67
(c)	Provisions	18	1.05	0.73
			22,512.42	**8,707.73**
	Total Equity and Liabilities		**84,656.27**	**61,446.42**

The accompanying notes 1 to 48 form an integral part of these financial statements

As per our report of even date attached

For Reshma & Co
Chartered Accountants
(Firm Registration No. 007593C)

Deepak Mittal
(Partner)
M. No. 074979

UDIN: 25074979BMIYOE9217

Place : New Delhi
Date: 22.09.2025

For and on behalf of the Board of Directors of
Indian Highways Management Company Limited

Vishal Chauhan
(Chairman and Managing Director)
(DIN: 07245625)

Abdul Basit
(Director)
(DIN:11192640)

S.Mukhopadhyay
(Chief Financial Officer)

Gopabandhu Mishra
(Company Secretary)

INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
CIN: U74140DL2012PLC246662
Statement of Profit and Loss for the year ended 31st March, 2025

All Amounts in ₹ Lacs , unless otherwise stated

	Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
	Revenue :			
I.	Revenue from operations	19	93,630.57	85,760.21
II.	Other income	20	1,236.09	1,310.05
III.	**Total Income (I + II)**		**94,866.67**	**87,070.26**
IV.	**Expenses:**			
	Expenses on Operations	21	81,369.59	77,773.15
	Employee benefits expenses	22	321.00	234.03
	Finance Costs	23	12.21	12.39
	Depreciation, amortization and impairment	24	149.49	133.16
	Other Expenses	25	500.50	1,134.10
	Total Expenses (IV)		**82,352.79**	**79,286.84**
V.	**Profit/(Loss) before tax (III-IV)**		12,513.87	7,783.42
VI.	Tax expense:	26		
	(1) Current tax		2,876.57	2,592.44
	(2) Deferred tax (net)		336.40	(509.74)
	(3) Previous Year		-	140.84
	Total Tax Expense (VIII)		**3,212.96**	**2,223.54**
VII.	**Profit for the year**		**9,300.91**	**5,559.88**
VIII.	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss	27		
	Remeasurement gains (losses) on defined benefit plans		(1.34)	1.79
	Income tax effect on Remeasurement gains (losses) on defined benefit plans		0.34	(0.45)
XV.	**Total Comprehensive Income for the period (XIII +XIV) (Comprehensive profit and other comprehensive income for the period)**		**9,299.91**	**5,561.22**
XVI.	Earnings Per Equity Share:	28		
	(1) Basic		**51.31**	**30.68**
	(2) Diluted		**51.31**	**30.68**

The accompanying notes 1 to 48 form an integral part of these financial statements

As per our report of even date attached

For Reshma & Co
Chartered Accountants
(Firm Registration No. 007593C)

Deepak Mittal
(Partner)
M. No. 074979

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

UDIN: 25074979BMIYOE9217

Place : New Delhi
Date: 22.09.2025

For and on behalf of the Board of Directors of
Indian Highways Management Company Limited

Vishal Chauhan
(Chairman and Managing Director)
(DIN: 07245625)

S.Mukhopadhyay
(Chief Financial Officer)

Abdul Basit
(Director)
(DIN:11192640)

Gopabandhu Mishra
(Company Secretary)

INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
CIN: U74140DL2012PLC246662
Notes forming part of the Financial Statements for the year ended on March 31, 2025

All Amounts in ₹ Lacs , unless otherwise stated

A. Equity Share Capital (Refer Note No.10)

(1) For the year ended 31st March, 2025

Balance at 1st April, 2024	Changes in Equity Share Capital due to prior period	Restated balance at 1st April, 2023	Change in equity share capital during the year	Balance at 31st March, 2025
1,812.43	-	1,812.43	-	1,812.43

(2) For the year ended 31st March, 2024

Balance at 1st April, 2023	Changes in Equity Share Capital due to prior period	Restated balance at 1st April, 2022	Change in equity share capital during the year	Balance at 31st March, 2024
1,812.43	-	1,812.43	-	1,812.43

B. Other Equity (refer Note No. 11)

Particulars	Retained Earnings	General Reserve	Total
Balance as at 1st April, 2024	**50,874.65**	-	**50,874.65**
		-	
Reinstated Balance as at 1st April, 2024	**50,874.65**		**50,874.65**
Profit for the year	9,300.91	-	9,300.91
Remeasurement Gain/(Loss) (Net of Tax)	(1.01)	-	(1.01)
Total Comprehensive Income for the period	**9,299.91**	-	**9,299.91**
	-		
Balance as at 31st March, 2025	**60,174.55**	-	**60,174.55**
Balance as at 1st April, 2023	**45,053.88**	-	**45,053.88**
Changes in Accounting Policy or Prior Period Errors	206.55	-	206.55
Reinstated Balance as at 1st April, 2023	**45,260.43**		**45,260.43**
Profit for the year	5,559.88	-	5,559.88
Remeasurement Gain/(Loss) (Net of Tax)	1.34	-	1.34
Total Comprehensive Income for the period	**5,561.22**	-	**5,561.22**
			-
Balance as at 31st March, 2024	**50,874.65**	-	**50,874.65**

The accompanying notes 1 to 48 form an integral part of these financial statements

In terms of our report attached

For Reshma & Co
Chartered Accountants
(Firm Registration No. 007593C)

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

Deepak Mittal
Partner
M. No. 074979

UDIN: 25074979BMIYOE9217
Place: New Delhi
Date: 22.09.2025

For and on behalf of the Board of Directors of
Indian Highways Management Company Limited

Vishal Chauhan
(Chairman and Managing Director)
(DIN: 07245625)

Abdul Basit
(Director)
(DIN:11192640)

S.Mukhopadhyay
(Chief Financial Officer)

Gopabandhu Mishra
(Company Secretary)

INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED

Reg Office: NHAI HQ, Plot G-5 & 6, Sector-10, Dwarka, New Delhi-10075

Cash Flow Statement for the year ending 31st March 2025

All Amounts in ₹ Lacs , unless otherwise stated

Particulars	As at 31st March 2025		As at 31st March 2024	
A. Cash Flow from Operating Activities:				
Net Profit before tax		12,513.87		7,783.42
Adjustments for:				
a) Depreciation and Amortisation Expenses	149.49		133.16	
b) Interest Income	(957.70)		(510.03)	
c) Provision for Employee benefit	17.03		(36.03)	
d) Provision for Expense	-		(1,261.45)	
e) CSR expense	187.23		273.00	
f) Loss on asset disposal	0.01		0.03	
g) Gain on sale of Laptop	(0.00)	(603.94)		(1,401.32)
Operating Cash Profit before Working Capital Changes		11,909.94		6,382.10
Changes in Working Capital				
a) Increase/(Decrease) in Other current liability	8,016.87		2,686.53	
b) (Increase)/Decrease in Trade Receivable	(517.11)		13,991.43	
c) Increase/(Decrease) in Trade Payable	5,787.50		211.56	
d) (Increase)/Decrease in and Other Current Asset	(11,957.26)	1,330.00	(2,327.64)	14,561.88
e) Increase / (Decrease) in Security Deposits Received		87.20		(17.87)
Cash Generated/(used in) from operations		13,327.13		20,926.10
Less: Amount spent on CSR Activities		(187.23)		(273.00)
Less: Direct taxes Paid		(3,263.06)		3,319.57
Net Cash Flow From/(used in) Operating Activities (A)		9,876.84		23,972.67
B. Cash Flow from Investing Activities:				
a) Purchase of Property, plant and equipment		(74.25)		(247.56)
b) Investment in term deposits of more than 12 months		-		-
c) Interest Received		937.19		490.13
d) Other Non Current Assets				(0.03)
e) Proceeds from sale of laptop		0.22		0.15
Net Cash Flow From Investing Activities (B)		863.16		242.70
C. Cash Flow from Financing Activities:				
a) Finance cost paid		-		-
Net Cash Flow From/(used in) Financing Activities (C)		-		-
Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		10,740.01		24,215.36
Add: Balance in the beginning of year		32,472.38		8,257.01
Balance at the end of year		43,212.39		32,472.38
Components of Cash and Cash Equivalents (Refer Note 8.2)				
Cash	-		0.00	
Balances with banks				
- In Current account	16,285.01		14,046.32	
- In deposit accounts with maturity of less than 3 months	26,927.37		18,426.06	
- In deposit accounts with maturity of more than 3 months but less			-	
Cash & Cash Equivalents as per financial statements		43,212.38		32,472.38

Notes:

a) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows.

b)The composition of Cash & Cash Equivalents has been determined based on the Accounting Policy No. 3.4

c)Direct Taxes paid are treated as arising from operating activities and are not bifurcated between investing and inancing activities.

d) Figures in brackets indicate cash outflow

e) Previous year figures have been regrouped/rearranged wherever necessary to conform current year's presentation.

As per our report of even date

For Reshma & Co
Chartered Accountants
(Firm Registration No. 007593C)

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

Deepak Mittal
(Partner)
M. No. 074979

For and on behalf of the Board of Directors
Indian Highways Management Company Limited

Vishal Chauhan
(Chairman and Managing Director)
(DIN: 07245625)

Abdul Basit
(Director)
(DIN:11192640)

UDIN: 25074979BMIYOE9217

Place : New Delhi
Date: 22.09.2025

S.Mukhopadhyay
(Chief Financial Officer)

Gopabandhu Mishra
(Company Secretary)

INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
CIN: U74140DL2012PLC246662
Notes forming part of the Financial Statements for the year ended on March 31, 2025

All Amounts in ₹ Lacs , unless otherwise stated

Note: 5 Property, Plant and equipment

Particulars	Furniture & Fixtures	Computers	Office Equipment's	Server & Network	Total
Cost or Deemed cost					
At 1 April 2023	3.51	22.92	6.08	234.00	266.51
Additions during the year	-	7.57	6.73	-	14.30
Disposals/Adjustments	-	0.61	-	-	0.61
At 31 March 2024	3.51	29.89	12.81	234.00	281.42
Additions during the year	-	9.31	2.48		11.79
Disposals/Adjustments	-	4.94	-		4.94
At 31 March 2025	3.51	34.26	15.28	234.00	287.05
Depreciation and impairment					
At 1 April 2023	1.93	13.70	3.91	139.29	158.83
Depreciation charge for the year	0.33	6.21	1.38	37.05	44.98
Impairment	-	-	-	-	-
Disposals/Adjustments	-	0.43	-	-	0.43
Prior Period Adjustment	-	0.03	0.03	-	0.06
At 31 March 2024	2.26	19.45	5.26	176.34	203.32
Depreciation charge for the year	0.33	6.59	1.97	37.05	45.93
Impairment	-	-	-	-	-
Disposals/Adjustments	-	4.69	-	-	4.69
Prior Period Adjustment	-	0.03	-	(0.18)	
At 31 March 2025	2.59	21.32	7.23	213.57	244.55
Net book value					
At 31 March 2025	0.92	12.94	8.06	20.43	42.34
At 31 March 2024	1.24	10.44	7.55	57.66	76.89
At 1 April 2023	1.58	9.23	2.17	94.71	107.68

Note: - 5.1
Statement of Intangible Assets

Particulars	Intangible assets under development	Other Intangibles (Software/Website)	Amount
Cost or Deemed cost			
At 1 April 2023	-	257.94	257.94
Additions during the year	-	233.25	233.25
Disposals/Adjustments	-	-	-
At 31 March 2024	-	491.19	491.19
Additions during the year	-	62.46	62.46
Disposals/Adjustments	-	-	-
At 31 March 2025	-	553.65	553.65
Amortisation and Impairment			
At 1 April 2023	-	51.59	51.59
Amortisation for the year	-	98.20	98.20
Impairment	-	-	-
Disposals/Adjustments	-	9.96	9.96
At 31 March 2024	-	139.83	139.83
Amortisation for the year	-	103.39	103.39
Impairment			-
Disposals/Adjustments	-		-
At 31 March 2025	-	243.21	243.21
Net book value			
At 31 March 2025		310.44	310.44
At 31 March 2024	-	351.36	351.36

Ageing Schedule of Intangible Assets under development
As at 31st March 2025

Particulars	Less than 1 year	1-2 years	2-3 Years	More than 3 years		Total
Projects in progress	-		-	-		-
Projects temporarily suspended	-	-	-	-		-

Note: 6 Other Non Current Financial Assets

Particulars	As at March 31, 2025	As at March 31, 2024	
Security Deposit	0.03	0.03	
Term Deposit in Schedule Bank*	623.54	623.54	
Interest accrued	59.54	39.03	
Total	683.10	662.59	-

*Under Lien with Canara bank against short term funds

Note: - 7 Non-Current Tax Asset (Net)

Particulars	As at March 31, 2025	As at March 31, 2024	
Advance tax (Net of provision for tax)	7,716.20	7,329.71	
	7,716.20	7,329.71	-

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
CIN: U74140DL2012PLC246662
Notes forming part of the Financial Statements for the year ended on March 31, 2025

All Amounts in ₹ Lacs , unless otherwise stated

Note: - 8 Current Financial Assets
8.1 Statement of Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024	
Unsecured, considered good	8,981.29	8,464.03	
Less: Expected Credit Loss	(37.96)	(37.82)	
Total Trade Receivables	8,943.33	8,426.21	-

Age Wise analysis of Debtors

For the year ended 31st March, 2025

Particulars	Less Than 6 Months	6 Month- 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)Undisputed Trade Receivables – considered good	8,828.90	96.37	0.17	17.90	-	8,943.33
(ii)Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii)Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv)Disputed Trade Receivables- which have significant increase in credit risk	0.01	-	0.02	0.09	37.83	37.96
(v)Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

For the year ended 31st March, 2024

Particulars	Less Than 6 Months	6 Month- 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)Undisputed Trade Receivables – considered good	8,364.27	43.91	17.90	0.00	0.00	8,426.08
(ii)Undisputed Trade Receivables – which have significant increase in credit risk	-	0.02	0.09	0.02	37.82	37.95
(iii)Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv)Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-
(v)Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

8.2 Cash and bank balances

Particulars	As at March 31, 2025	As at March 31, 2024	
Cash & Cash equivalents			
(i) Balances with Bank			
-- Current Account	16,285.01	14,046.32	
-- Fixed Deposits (Maturity less than 3 Months)*	26,927.37	18,426.06	
(ii) Cash In Hand	-	0.00	
Total	43,212.38	32,472.38	-
*Includes interest accrued but not due	92.67	19.89	
Bank balances other than cash & cash equivalents			
	43,212.38	32,472.38	-

Particulars	As at March 31, 2025	As at March 31, 2024	
Unsecured, considered good			
Interest accrued	-		
Receivable from National Highways Authority of India*			
i) Electronic Toll Collection	12,847.63	4,928.74	
ii) Way Side Amenities	456.51	456.51	
iii) Road User Helpline	121.35	121.35	
iv) Toll Management System	2,172.93	2,172.93	
v) Citizen Centric App-You Report	24.12	24.12	
vi) Time & Motion Study	42.03	42.03	
Funds received from RO Office, National Highways Authority of India for Advance Traffic Management System**			
Lucknow Ring Road (LRR) of NH-230 on Opex mode - Total Length of project 105 Km	417.01	-	
	16,081.59	7,745.69	-

*** Details of amount receivable from NHAI (Related Party):**
i) Funds from NHAI/Government of India- Ministry of Road Transport and Highways for Projects- ETC , Traffic Survey

The **Electronic Toll Collection (ETC)** technical infrastructure is a critical component of the overall NETC FASTag system. As per the mandate given by NHAI, IHMCL has been implementing the ETC infrastructure through empaneled system integrators.As on date, total 425 fee plazas are allocated to IHMCL by NHAI for the implementation and O&M services of ETC system.

Traffic Surveys : As part of the infrastructure planning under the PM Gati Shakti National Master Plan, NHAI entrusted IHMCL to conduct nationwide **Traffic Surveys** for identifying corridors requiring capacity augmentation or greenfield development. Over 500+ highway stretches were identified and grouped into 10 zones across the country. IHMCL appointed multiple survey agencies through a competitive tendering process. Portable ATCC systems with videography were used to collect accurate and scientific traffic data. As of December 2024, surveys were successfully completed at 7,847 locations. The validated data now forms a critical input for future infrastructure projects and policy formulation. The project has been completed in December 2024.

Project Receipts and Utilisation is as per table below:
As at 31st March 2025

Name of the project	Opening balance as on 01.04.2024	Fund received during the year	Funds utilised during the year	Closing balance as on 31.03.2025	Project Start Year	Project Closure Year
i) Electronic Toll Collection	4,928.74	-	7,918.88	12,847.63	2015	Ongoing Project
ii) Traffic Survey	(273.73)	2,140.32	1,296.20	(1,117.85)	2023	2024
**iii) Way Side Amenities	456.51	-	-	456.51		Closed
**iv) Road User Helpline	121.35	-	-	121.35		Closed
**v) Toll Management System	2,172.93	-	-	2,172.93		Closed
**vi) ETC Pool	(373.08)	-	-	(373.08)		Closed
**vii) Citizen Centric App-You Report	24.12	-	-	24.12		Closed
**viii) Time & Motion Study	42.03	-	-	42.03		Closed
**ix)Green Highways Mission	(224.42)	-	-	(224.42)		Closed
Total	6,874.47	2,140.32	9,215.08	13,949.23		

****The NHAI is in process to remit funds to IHMCL in respect of projects which are closed.**

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
CIN: U74140DL2012PLC246662
Notes forming part of the Financial Statements for the year ended on March 31, 2025

All Amounts in ₹ Lacs , unless otherwise stated

As at 31st March 2024

Name of the project	Opening balance as on 01.04.2023	Fund received during the year	Funds utilised during the year	Closing balance as on 31.03.2024
i) Electronic Toll Collection	4,451.37	2,310.27	2,787.64	4,928.74
ii) Traffic Survey	368.50	2,929.57	2,287.34	(273.73)
iii) Way Side Amenities	456.51	-	-	456.51
iv) Road User Helpline	121.35	-	-	121.35
v) Toll Management System	2,172.93	-	-	2,172.93
vi) ETC Pool	(373.08)	-	-	(373.08)
vii) Citizen Centric App-You Report	24.12	-	-	24.12
viii) Time & Motion Study	42.03	-	-	42.03
ix)Green Highways Mission	(224.42)	-	-	(224.42)
Total	7,039.31	5,239.84	5,074.98	6,874.46

Note: - 9 Other current assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, Considered good		
Prepaid Expenses	4.58	2.95
Input Tax Credit Carried forward	1,348.19	1,732.42
Other Advances (advances to staff)	0.32	0.65
Term Deposit in Schedule Bank** (Maturity of more than three months and within one year)	-	2,067.78
*Includes interest accrued but not due	-	66.44
Unbilled Revenue	63.11	35.44
Receivable from Supplier (ITC)	8.62	-
Receivable from Supplier	10.54	-
Advance tax (Net of provision for tax)	6,022.60	-
Advance Deposits of Taxes	2.64	-
Total	7,460.61	3,839.24

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
CIN: U74140DL2012PLC246662
Notes forming part of the Financial Statements for the year ended on March 31, 2025

All Amounts in ₹ Lacs , unless otherwise stated

Note: - 10 Equity Share capital

Particulars	As at 31 March 2025	As at 31 March 2024
Authorised share capital		
4,00,00,000 (PY - 4,00,00,000) Equity Shares of ₹ 10/- each	4,000.00	4,000.00
	4,000.00	4,000.00
Issued/Subscribed and Paid up Capital		
1,81,24,256 Equity Shares (PY - 1,81,24,256) of ₹ 10/- each	1,812.43	1,812.43
	1,812.43	**1,812.43**

Details of shareholder holding more than 5% in the company

Name of the shareholder	As at 31 March 2025		As at 31 March 2024	
	No in Shares	% holding in the class	No in Shares	% holding in the class
National Highways Authority of India	75.00	41.38%	75.00	41.38%
ICICI Bank Limited	15.00	8.27%	15.00	8.27%
Axis Bank Limited	15.00	8.27%	15.00	8.27%
L & T Finance Limited	15.00	8.27%	15.00	8.27%
Total	**120.00**	**66.19%**	**120.00**	**66.19%**

1. Rights, preferences and restrictions attaching to each class of Shares including restrictions on the distribution of dividend and the repayment of capital.

The Company has only one type of equity shares having par value of ₹ 10 each per share. All shares rank pari passu with respect to dividend, voting rights and other terms. Each shareholder is entitled to one vote per share. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2. Details of Shareholding of Promoters are as under:

Ordinary Shares held by the promoter as at 31st March,2025

Promoter Name	No. of Shares	% of total shares	% change during the year
National Highways Authority of India	75.00	41.38%	Nil

Ordinary Shares held by the Promoter as at 31st March, 2024

Promoter Name	No. of Shares	% of total shares	% change during the year
National Highways Authority of India	75.00	41.38%	Nil

3. Reconciliation of the number of equity shares and share capital

Particulars	As at 31 March 2025		As at 31 March 2024	
	No in Shares	in Lakhs	No in Shares	in Lakhs
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	181.24	1,812.43	181.24	1,812.43
Add: Shares Issued during the year	-	-	-	-
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	**181.24**	**1,812.43**	**181.24**	**1,812.43**

Note: - 11
Other Equity

Particulars	31 March 2025	As at 31 March 2024
Retained Earnings	60,121.55	50,821.65
Total	**60,121.55**	**50,821.65**

Note: - 11.1

Particulars	31 March 2025	As at 31 March 2024
(a) Retained Earnings		
Balance at the beginning of the year	50,615.10	45,053.88
Add: Profit for the year	9,300.91	5,559.88
Items of Other comprehensive income recognised directly in retained earnings		
Remeasurements of defined benefits plans, net of tax	(1.01)	1.34
Less: Transfer to Reserve		
Balance at the end of the year	**59,915.00**	**50,615.10**

RESHMA & CO. DELHI

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Notes forming part of the Financial Statements for the year ended on March 31, 2025

All Amounts in ₹ Lacs , unless otherwise stated

Note:- 12 Other non current financial liability	As at March 31, 2025	As at March 31, 2024	
*Performance Security	137.92	58.47	-
Deferred Security Deposit	16.61	8.87	
	154.54	67.34	-

*The Company has applied Ind As 109 for discounting performance security for accurate financial reporting and refecting the time value of money , assessing risks, and providing transparent, and comparable financial information. The annualized rate is set at 9%, in accordance with the latest lending rate from Canara Bank. The face amount of the performance security is Rs 1,92.56 Lacs as on 31.03.2025 which is reflected at present value along Deferred Security Deposit and Deferred Income reflected under Indirect Income.
According to IND AS 109, the standard does not prescribe a specific method for recognizing the difference between fair value and transaction price. Instead, it mandates the deferment of gain or loss, rather than recognizing it upfront. The method of deferment should be chosen based on the facts and circumstances of the case. In this instance, we have opted to use the Straight-Line Method (SLM) for deferment.

Note:- 13 Non Current Provisions	As at March 31, 2025	As at March 31, 2024	
Provision for Leave Encashment (Refer note-29)	32.21	21.50	
Provision for Gratuity (Refer note-29)	23.13	15.78	
	55.34	37.28	-

Note: - 14 Deferred Tax Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024	
Deferred tax assets	238.98	582.57	
Deferred tax liabilities	(32.70)	(40.23)	
Deferred tax Liabilities (net of deferred tax Assets)	206.28	542.34	-

The balance comprises to temporary differences attributable to:

(a) Employee Benefits, 43B (h) and Provision for Bad Debts	238.98	582.57	
(b) Depreciation & amortisation and Remeasurement gain (OCI)	(32.70)	(40.23)	
	206.28	542.34	-

Movement in Deferred Tax Liability/(Asset)

Particulars	Property, Plant and Equipment Intangible Assets	Employee Benefits	Total
1 April 2023	(0.00)	58.26	58.26
Charged/(credited)			
To Profit & Loss	(38.88)	522.52	483.64
To other comprehensive income	(1.34)	1.79	0.45
As at March 31, 2024	(40.23)	582.57	542.34
Charged/(credited)			
To Profit & Loss	7.53	(345.38)	(337.85)
To other comprehensive income	-	1.79	1.79
As at March 31, 2025	(32.70)	238.98	206.28

Note:- 15 Trade Payables	As at March 31, 2025	As at March 31, 2024	
Total outstanding dues of micro enterprises and small enterprises	6,833.10	1,072.84	
Total outstanding dues of creditors other than micro enterprises and small	960.73	933.50	
	7,793.83	2,006.33	-

The ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the Memorandum. Based on information received and available with the Company, the amounts payable to Micro and Small Enterprises as at 31 March 2025 and 31 March 2024 are disclosed separately.

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

All Amounts in ₹ Lacs , unless otherwise stated

For the year ended 31st March, 2025

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	6,281.43	413.44	69.16	69.08	6,833.10
(ii)Others	446.22	-	1.71	512.80	960.73
(iii)Disputed Dues-MSME					-
(iv)Disputed Dues- Others	-	-	-	-	-
Total	**6,727.63**	**413.44**	**70.86**	**581.88**	**7,793.82**

For the year ended 31st March, 2024

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	919.97	71.15	40.07	41.65	1,072.84
(ii)Others	433.09	3.75	83.66	412.99	933.50
(iii)Disputed Dues-MSME					-
(iv)Disputed Dues- Others	-	-	-	-	-
Total	**1,353.06**	**74.90**	**123.73**	**454.64**	**2,006.33**

Note:- 16 Other Current Financial Liability	**As at March 31, 2025**	**As at March 31, 2024**	
Receipts on account of Over Weight and Over Dimensional Vehicles*	1,253.59	680.43	
Earnest Money Deposit	206.50	198.10	
Deferred Security Deposit	-	1.87	
*Performance Security	37.40	35.37	
		-	
*** Details of Advance received from NHAI (Related Party):**		-	
i) Traffic Survey	1,117.85	273.73	
ii) ETC Pool	373.08	373.08	
iii)Green Highways Mission	224.42	224.42	
Advance received from RO Office, National Highways Authority of India for Advance Traffic Management System**		-	
Video Incident Detection and Enforcement System (VIDES) at **Bengaluru to Mysuru section of NH – 275** (Augmentation) - - Total Length of project 117	296.93	-	
Delhi Agra Section of NH-19 on EPC mode - Total Length of project 184 Km	4,614.35	-	
Dwarka Expressway (NH-248BB) and existing Delhi-Gurugram to Jaipur section of NH-48 as one combined loop on EPC mode – Total Length of project 56 Km	1,076.77	-	
	9,200.88	**1,786.99**	-

* In terms of MoRTH notification No. RW-NH-35072/1/2010-S&R(B) dated 20.09.2013 user fee for movement of Over Weight and Over Dimensional (OW/OD) Consignments levied by MoRTH is being deposited in IHMCL Bank A/c. The amount has been shown under current financial liabilities as Receipts on behalf of Government of India.

Funds received from RO Office, National Highways Authority of India for Advance Traffic Management System**

To strengthen road safety, traffic enforcement, and incident management on national highways, IHMCL is implementing the **Advanced Traffic Management System (ATMS)** in alignment with the updated Standard ATMS Document approved by the Executive Committee of NHAI in October 2023.

Project Receipts and Utilisation is as per table below:

Name of the project	Opening balance as on 01.04.2024	Fund received during the year	Funds utilised during the year	Closing balance as on 31.03.2025	Project Start Date
Advance Traffic Management System (ATMS)**	-			-	
Video Incident Detection and Enforcement System (VIDES) at **Bengaluru to Mysuru section of NH – 275** (Augmentation) - - Total Length of project 117 Km	-	441.27	144.34	(296.93)	07-02-2024
Delhi Agra Section of NH-19 on EPC mode - Total Length of project 184 Km	-	4,903.67	289.32	(4,614.35)	29-07-2024
Dwarka Expressway (NH-248BB) and existing Delhi-Gurugram to Jaipur section of NH-48 as one combined loop on EPC mode – Total Length of project 56 Km	-	1,665.00	588.23	(1,076.77)	28-03-2024
Lucknow Ring Road (LRR) of NH-230 on Opex mode - Total Length of project 105 Km	-	-	417.01	417.01	07-10-2024
Total	-	**7,009.93**	**1,438.90**	**(5,571.03)**	

**The company has received a total of Rs 7,009.93 Lacs during FY 2024-25 from the RO's namely Dwarka - Expressway / Bengaluru-Mysuru / Delhi - Agra & Lucknow Ring Road for Implementation of Advance Traffic Management System (ATMS) work on National Highways and Expressways on EPC mode. The company has spent an amount fo Rs 1,438.90 Lacs.

Note:- 17 Other Current Liabilities	**As at March 31, 2025**	**As at March 31, 2024**	
Duties & Taxes Payable	259.65	552.82	
Expenses Payable	5,246.43	4,350.27	
Advance Received against Penalty by IDFC Bank	10.58	10.58	
	5,516.66	**4,913.67**	-

Note:- 18 Short Term Provisions	**As at March 31, 2025**	**As at March 31, 2024**	-
Provision for Leave Encashment (Refer note-29)	0.60	0.41	
Provision for Gratuity (Refer note-29)	0.45	0.32	
	1.05	0.73	-

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Note:- 19 Revenue From Operations	As at March 31, 2025	As at March 31, 2024
Sale of Services		
-Revenue from ETC Operations*	91,189.91	83,787.10
-Revenue from State Highways Operation**	2,158.98	1,681.06
-Management Fee from NHAI Projects***	153.84	78.04
-Indusind Wallet Income****	127.84	214.01
	93,630.57	85,760.21

1.•MoRTH Vide letter No. H-25011/07/2024-Toll- Part(1) (E-245393) MoRTH (Toll Section) dated 20th November, 2024, approved for revision of Programme Management Fee (PMF) for acquirer bank to 0.11% from existing 0.13% , has been accorded subject to condition that the revision of PMF for acquirer banks should be brought into force at the earliest/immediately , without linking it with the proposed revision of PMF for other stakeholder (i.e. NPCI, IHMCL& Issuer Bank).

2. It is further to inform that extension of existing PMF for the acquirer bank (i.e. 0.13%) from 1st April 2024 until the implementation of the new PMF, which shall in no case extend beyond 31st December 2024, has also been agreed upon.

3.MoRTH Vide letter No. H-25011/07/2024-Toll-(E-242543) MoRTH (Toll Section) dated 21st January 2025, approved for revision of Programme Management Fee (PMF) for Issuer Banks, NPCI and IHMCL has been accorded by the Competent Authority (Hon'ble Minister, RT&H) at the following rates:

Stake holder	Approved PMF (%)
IHMCL	0.20
NPCI	0.13
Issuer Bank	1.00

4. It is further to inform that extension of existing PMF for the Issuer Banks (i.e. 1%), NPCI (i.e. 0.15%) and IHMCL (i.e. 0.25%) from 1st April 2024 to 31st December 2014, has also been agreed upon.

5. NHAI/IHMCL is requested that the revision of PMF for Issuer Banks, NPCI and IHMCL should be brought into force at the earliest / immediately. For the remaining period after 31st December 2024 and the date on which PMF for Issuer Banks, NPCI and IHMCL brought into force, a separate proposal for approval of existing PMF till such period may be proposed.

The company has accounted for revenue from Electronic toll collection operations amounted to Rs. 91,189.91 Lacs (excluding Goods & Service Tax) during FY 2024-25 against which invoices had been raised on National highways authority of India and for Rs. 2,158.98 Lacs (excluding Goods & Service Tax) have been raised to Banks who have settled NETC revenue amount for State Highways under 0.20% PMF Policy.

6**. The Scheme Guidelines for inclusion of **State toll plazas in NETC programme** was launched by the Hon'ble Minister MoRTH dated 07.01.2019. Subsequently, policy circular has been sent to all Principal Secretary of States with following key benefits to the state entity:

a. CAPEX:Subject to the approval of the Proposal from State Authority/SPV by the Competent Authority, IHMCL shall bear 50% of the CAPEX cost of ETC infrastructure installation at toll plazas, subject to a maximum capping of Rs. 20 lakhs per toll plaza for at most 2 dedicated lanes (one in each direction)
State Authority/SPV shall bear at least 50% of the CAPEX cost of installation of ETC infrastructure and the Operation and Maintenance (O&M) cost of the ETC infrastructure at the toll plazas.

b.Programme Management Fees @ 1.1%:
Except for the processing fees for Acquiring Entity, all other components of the Programme Management Fees such as Issuance Fees, Clearance & Settlement fees etc. shall be borne by IHMCL up to 31st March 2020. Thereafter, the support may be extended as per discretion of IHMCL. The cost of acquiring fees for transaction at toll plazas shall be borne by the State Authority/SPV.

Consequent to the approval of the Competent Authority, the Scheme Guidelines for inclusion of State Highways under the NETC programme was extended for the period of one year till 31st March 2022 to facilitate seamless movement by offering ETC services across all tolled roads in India.

a.Scope & Coverage - Extended to private entities under separate category.

b.Scheme Duration extended –1 April 2022 till 31st March 2025

i.IHMCL shall provide financial assistance in terms of one-time lumpsum Capex cost of Rs. 15 lakhs per toll plaza for installation ETC infrastructure at Toll Plaza. (Applicable to Govt. State entities only)

ii.Recurring PMF to be borne by the State Entity as follows:

Stakeholder	Approved PMF(%)
Issuer	1.00
NPCI	0.10
IHMCL	0.20

This Memorandum of Understanding (MoU) shall remain effective for a period of three (3) years from the Effective Date. During this period, IHMCL shall bear the Program Management Fees (PMF) associated with Issuance Fees and NPCI Fees.
Upon completion of the initial three-year term, the Agency shall be responsible for all recurring PMF, including Issuance Fees and NPCI Fees. Additionally, the Agency shall pay 0.20% PMF to IHMCL on an ongoing basis.

7. ***Management fee @1.5% on the cost incurred by IHMCL on ETC, Traffic Survey projects has been accounted for in the books of IHMCL on the basis of the minutes of the meeting held on 26.03.2015 in the Ministry of Road Transport & Highways (MoRTH).

IHMCL is mandated by NHAI in the 587th EC meeting dated 31.10.2023 for implementation of ATMS works on NHs and Expressways on EPC mode and to take up the ATMS works on Delhi - Agra Section of NH-19 / Dwarka Expressway / Lucknow Ring Road / Bengaluru-Mysuru with the programme management fee of 3%.

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8. ****Indusind Wallet Income

An agreement between IHMCL and IndusInd Bank was signed in April 2019 for the maintenance of the IHMCL wallet account. The duration of the project is 24 months, commencing from the date of signing of the Contract Agreement (referred to as the "Contract Period"). Upon completion of the 24-month period, IHMCL may consider extending the engagement on a yearly basis, up to a maximum of five (5) years from the date of signing of the Contract Agreement, on the same "Percentage Charges" as quoted and submitted by the Service Provider in response to the RFP.
Following the completion of the initial Contract Period, and with the approval of the Competent Authority, the agreement has been further renewed. The nature of the contract is such that it involves ongoing operations, specifically the maintenance of the IHMCL wallet account. Therefore, the contract cannot be abruptly concluded at the end of its tenure without impacting the functionality and user experience of the wallet services.
This has been duly noted for future compliance.
In reference to the agreement between IHMCL & IndusInd Bank for issuance of NHAI-IndusInd Bank cobranded PPIs for linkage to FASTags. It has been agreed that IndusInd Bank will pay a fee to IHMCL for sale & distribution of IndusInd Bank PPIs. The Fee shall be calculated as per prevailing rate of interest of CALA A/c of NHAI on the daily closing balance held in all PPIs for the invoicing period.

Note:- 20 Other Income	As at March 31, 2025	As at March 31, 2024
Interest Income on Deposits	957.70	510.03
Other Income		-
Interest on Income Tax Refund	-	770.36
Provision written back	-	11.02
Deferred Income	12.29	12.94
Forfeiture of Bank Guaranatee	67.00	-
Bid Document Fees	10.37	4.85
Miscellaneous Income	0.39	0.85
Penalty for Non-Adherance of SLA's	61.22	-
Penalty for Non-Adherance of SLA's	127.13	-
Gain on sale of Laptop	0.00	-
	1,236.09	1,310.05

Interest Income on Deposits
Interest income from Auto Flexi Fixed Deposits has been accounted for on an **accrual basis**, in line with the company's accounting policy on revenue recognition. These deposits are linked to the company's Canara Bank operational bank accounts and are designed to **automatically sweep surplus balances** into short-term fixed deposits. The interest rates on these deposits ranged from 4% to 5.75% during the year.

Interest Income on Fixed Deposits: These deposits are placed with Canara Bank as Lien and are held to maturity. The interest rates on these deposits was 3.40% during the year.

Forfeiture of Bank Guaranatee
The EMD amount was forfeited as the L1 bidder, M/s Trafiksol ITS Technologies Limited - M/s Tecsidel India Private Limited (JV), did not accept the Letter of Award (LoA) after the completion of the bidding process. Since the risk and cost associated with the bidding process were borne by IHMCL, the forfeited EMD amount was accounted for as revenue in the books of IHMCL.

Penalty for Non adherance of SLA's

In Pursuance of Policy for processing an ETC transaction under exceptional case of non-reading by RFID readers and reporting of cash collection from vehicles having "Low Balance" at toll plaza. The Penalty amount was imposed as per below clause:
"(a) After implementation of the two functionalities at plazas, if any complaint is received regarding the deduction of user fee from FASTag account without the vehicle crossing the plaza, and the concessionaire/toll operating agency shall provide image of vehicle clearing showing the VRN, date & times of its crossing within 48 Hrs of its notice by IHMCL or its authorized representative. In case of no evidence of bona fide usage, a penalty of Rs. 1 Lacs shall be imposed on the defaulting user fee collection agency of concessionaire. The penalty amount shall be recovered within 7 days through NPCI settlement process or other mechanism as finalized by IHMCL". Accordingly, an amount of Rs 188.38 Lacs has account for as penalty for the FY 2024-25.

Note:- 21 Operating Expenses	For The Year Ended March 31, 2025	For The Year Ended March 31, 2024
Transaction Charges for Managing Central Clearing House-(ETC Project)* - National Highways	76,680.99	70,059.05
Transaction Charges for Managing Central Clearing House-(ETC Project)* - State Highways	1,508.02	3,251.65
Website Hosting & Maintenance Expenses	9.38	6.24
FAStag Expenses	-	0.70
ANPR Based Multilane Free Flow	18.99	19.90
1033 24*7 Call Centre Expenses	948.00	948.00
HYBRID ETC O & M	1,443.04	3,077.18
ICD 2.5-Firewall	-	1.80
Toll Monitoring & Control Centre	115.21	9.74
State Highways -CAPEX	483.46	320.11
GNSS PROJECT	35.83	2.25
Traffic Survey Expenses	2.32	1.65
MEITY Hackathon	-	65.00
Master System Integrator for Closed Loop Tolling	20.06	9.86
Cloud Services	104.30	-
	81,369.59	77,773.15

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*** Transaction charges for managing Central Clearing house includes:**

a) MoRTH Vide letter No. H-25011/07/2024-Toll-(E-242543) MoRTH (Toll Section) dated 21st January 2025, approved for revision of Programme Management Fee (PMF) for Issuer Banks, NPCI and IHMCL has been accorded by the Competent Authority (Hon'ble Minister, RT&H) at the following rates:

Stake holder	Approved PMF (%)
IHMCL	0.20
NPCI	0.13
Issuer Bank	1.00

b) With effect from 25th January 2025, the total fee (1.24%) (excluding IHMCL share) rate was revised from 1.51% to 1.44% vide office memorandum ref no. H-25011/07/2024-Toll-(E-242543) dated 21.01.2025 due to revised PMF of NPCI from 0.15% to 0.13%, IHMCL share from 0.25% to 0.20% and an Acquiring Bank share from 0.13% to 0.11% dated 20.11.2024 effective from 01.12.2024.

c) The fees collected electronically by the National Payment Corporation of India (NPCI) for their services as collectors of the fee, totalling Rs. 76,680.99 Lacs (previous year: Rs. 7,0059.05 Lacs). The amount paid to Issuer Banks, Acquirer Banks & NPCI (1.28%/1.26% & 1.24%) is booked based on the Daily Settlement Report shared by NPCI and the Monthly Bank Wise Report.

Further, For calculating expenses in a month, you have to consider the following adjustments:

1. Issuer Payer Code 1 transactions @ 1.28%/1.26% & 1.24% separately
2. Issuer Payer Code 2 transactions @ 0.52%/0.50% & 0.48% separately
3. Dispute fee treatment where the disputed amount is settled every day in a 1c cycle.

Debit Adjustment – The fee is paid by the Govt Body.Chargeback Acceptance / Pre-arb acceptance etc – The service fee is reversed back to the government body.

d). For toll collection through the National Electronic Toll Collection Programme (NETC) in certain State/City toll plazas, the company has borne part of the electronic toll collection programme management fee(1.1% - 1% (Issuer) & 0.1% (NPCI) to the extent of the cost of Fastag issuance, transaction clearing and settlement and any other fees as applicable except for acquiring fees in respect to state/city toll plazas under National electronic toll collection(NETC) programme vide Circular No. IHMCL/OMC/POS/2018 dated 10th January 2019, duly extended till 31.03.2025. Due to this, the fees payable of Rs.1,508.02 Lacs (Previous Year- Rs. 3,251.65 Lacs) have been charged to profit and loss.

State Highways- Capex - With the approval of the Competent Authority, an MoU was signed on 16.03.2022, between IHMCL and PWD, Govt. of Rajasthan for three years until 15th March 2025 in line with scheme guidelines for onboarding of state toll plazas under the NETC programme. According to the MoU, it was agreed upon to onboard toll plazas under the jurisdiction of PWD Rajasthan RSRDC and RIDCOR.

As per the scheme guidelines clause 10.1 (c), IHMCL shall bear 50% of the CAPEX cost of ETC infrastructure installation at toll plazas, for at most 2 dedicated FASTag lanes (one in each direction) at each plaza, subject to the maximum amount of Rs. 20 lacs per toll plaza on reimbursement basis. Along with this, the financial assistance for ETC infrastructure installation shall be released as reimbursement to the concerned State Authorities/SPVs on completion of ETC infrastructure installation and Go-Live at identified toll plazas, and for seeking reimbursement of cost incurred, the State Authority must submit a Completion Certificate for ETC infrastructure and Go-Live to IHMCL. The payment of Rs 483.46 Lacs for onboarding of 31 toll plazas against the reimbursement of ETC infra-CAPEX cost incurred by RIDCOR under the NETC programme.

**** Hybrid electronic toll collection projects (CAPEX & OPEX)** were being funded by NHAI. However, it was decided that w.e.f. 01.01.2023 (as proper maintenance of critical equipment at toll plazas will entail an increase in the electronic toll collection transactions which is directly proportional to increased revenue of IHMCL through e-tolling and to achieve the 100% FASTag mandate issued by MORTH), expenditure-related to maintenance of electric toll collection equipment and other ancillary projects (OPEX) shall be borne by the company. Following the decision, operation & maintenance expenditure of the electronic toll collection equipment (OPEX), amounting to Rs. 1,443.04 Lacs (Rs Previous Year- 3,077.18 Lacs) has been charged in the books of account without charging of management fees @1.5 %.

National Highway Authority of India (NHAI) was entrusted with the mandate to set up the **Toll-Free National Helpline** by using a single 4-digit Toll-Free Universal Access Number (UAN) i.e., **"1033"** vide letter No. RT-25035/11/2013-RS(Pt.), Dated 05.07.2013. Further, NHAI has given a mandate to Indian Highways Management Company Limited (IHMCL) to set up a toll-free helpline for road users on national highways vide letter No. NHAI/13029/01/2013-HAM/51984, Dated 07.05.2014. Following the decision, an amount of Rs 948 Lacs (Previous Year - Rs 948 Lacs) has been charged in the books of accounts.

As part of its ongoing efforts to modernize tolling infrastructure and improve the efficiency of tolling operations on highways, under the aegis of MoRTH & NHAI, IHMCL is spearheading the implementation of **Multi-Lane Free Flow (MLFF)** tolling across India's national highway network. The proposed MLFF system shall enable seamless, barrier-less toll collection by deploying a hybrid technology stack that combines FASTag (RFID-based) identification with Automatic Number Plate Recognition (ANPR). This approach will eliminate the need for vehicles to stop at toll plazas, facilitating uninterrupted vehicular movement and enhancing overall user convenience. Request for Proposals (RFPs) for the selection of Acquirer Banks for FASTag-ANPR-based Multi-Lane Free Flow (MLFF) tolling have been prepared in consultation with the Ministry of Road Transport and Highways (MoRTH).

To enhance the efficiency, transparency, and reliability of tolling operations across the national highway network, the **Toll Monitoring and Control Centre (TMCC)** project was conceptualized in 2020. The initiative envisions the establishment of a robust, IoT-enabled, real-time monitoring framework designed to ensure seamless oversight of Electronic Toll Collection (ETC) infrastructure. At the core of the TMCC initiative is the development of a cloud-based Toll Data Lake—a centralized repository consolidating toll transaction data and other relevant datasets from various projects undertaken by IHMCL

Note:- 22 Employees Benefit Expenses	As at March 31, 2025	As at March 31, 2024
Salaries and Wages	290.24	213.99
Gratuity Expenses	6.13	4.68
Compensated absences	10.90	4.68
Contribution to provident fund	11.84	8.35
Staff welfare expenses	1.88	2.33
	321.00	234.03

Note:- 23 Finance Cost	As at March 31, 2025	As at March 31, 2024
Interest expense	12.21	12.39
	12.21	12.39

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Note:- 24 Depreciation and Amortization	As at March 31, 2025	As at March 31, 2024
Depreciation on Property Plant and equipment	149.49	133.16
	149.49	133.16

Note:- 25 Other Expenses	As at March 31, 2025	As at March 31, 2024
Compensation-Arbritration Order	-	530.84
Rates & Taxes	-	12.70
CSR Expenses	187.23	273.00
Professional & Consultancy Charges	227.98	111.90
Advertisement Expenses	20.21	19.01
Travelling Expenses	16.05	16.10
Board Meeting Expenses	1.74	-
Miscellaneous Expenses	5.43	4.64
Taxi Hire Charges	23.81	9.13
Insurance	6.07	4.23
Payment to Auditor		-
-As Auditor	0.80	0.80
-For reimbursement of expenses	-	-
Sitting Fee to Directors	8.75	6.65
Printing and Stationery	1.68	1.27
Provision for Doubtful debts		-
License & Subscription	0.16	3.56
Annual Custody Fees	0.45	1.86
Cash Back to NHAI Wallet Users	-	113.15
Loss on asset disposal	0.01	0.03
Provision for Doubtful Debts	0.14	25.23
	500.50	1,134.10

Note:- 26 Tax Expense	For The Year Ended March 31, 2025	For The Year Ended March 31, 2024
Current income tax:		
Current income tax charge	2,876.57	2,592.44
Adjustments in respect of current income tax of previous year	-	-
Deferred tax:		-
Relating to origination and reversal of temporary differences	336.40	(509.74)
	3,212.96	2,082.70

Reconciliation of Estimated Income Tax Expense at Indian Statutory Income Tax Rate to Income Tax Expense reported in Statement of Profit and Loss

Profit / (loss) for the year before income tax	12,513.87	7,783.42
Indian Corporate Income tax Rate*	0.25	0.25
Estimated Income tax expenses	3,149.49	1,958.93
Tax effect of items that are not deductible/ allowable for tax purpose	296.82	636.76
Current Income tax expenses recognized in profit or loss	3,446.31	2,595.70
Deferred Tax		
Income tax related to items charged or credited directly to profit or loss during the year:		
Accelerated Depreciation for tax purpose	30,20,330.39	(32.62)
Expenses allowable on payment basis	(9,56,689.02)	0.45
Deferred tax expenses	20,63,641.38	(32.17)
Total	20,67,087.69	2,563.52
Effective Tax Rate	165.18	0.33

* The tax rate used for the current year reconciliation above is the corporate tax rate of 25.168% (previous year 25.168%) payable by corporate entities in India on taxable profits under the Indian tax law.

Note:- 27 Other Comprehensive Income section Deferred tax related to items recognised in OCI during the year:	As at March 31, 2025	As at March 31, 2024
Net loss/(gain) on remeasurements of defined benefit plans	(1.01)	0.53
	(1.01)	0.53

Components of Other Comprehensive Income (OCI) The disaggregation of changes to OCI by each type of reserve in equity is shown below	As at March 31, 2025	As at March 31, 2024
Remeasurement of Defined benefit plans	(1.34)	0.70
Income Tax relating to Items that will not be reclassified to profit and loss	0.34	(0.18)
	(1.01)	0.53

Note:- 28 Earning Per Share	Current Year	Previous Year
Number of Equity Shares of ₹ 10 each fully paid up at the beginning of the year	181.24	181.24
Number of Equity Shares of ₹ 10 each fully paid issued during the year	-	-
Number of Equity Shares of ₹ 10 each fully paid up at the end of the year	181.24	181.24
Weighted Average number of Equity Shares of Rs10/- each outstanding during the year	181.24	181.24
Net Earning after tax for the year (₹)	9,299.91	5,561.22
Earning Per Equity Share of ₹ 10 each		
- Basic	51.31	30.68
- Diluted	51.31	30.68

RESHMA & CO. DELHI

INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
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29. As per Ind As 19 " Employee benefits", the disclosures as defined in the Accounting Standard are given below: **As at 31st March 2025**

Defined Contribution Plan:

During the year, company has recognized the following amount in the statement of Profit and Loss:

Particulars	2024-25	2023-24
Employers Contribution to Provident Fund		

Defined Benefit Plans:

In respect of Gratuity, provision is made based on the actuarial valuation by an independent Actuary. The following information as required under Ind AS-19 are based on the report of the Actuary.

	Particulars	Gratuity (Unfunded)	
		2024-25	2023-24
	Major Assumptions		
a	Discount Rate (per annum)	6.83%	7.09%
b	Future Salary Increase	8%	8%
c	Rate of Return on Plan Assets	NA	NA
d	Expected Average remaining working lives of employees in number of years	19.56	19.45
1	**Changes in the Defined Benefit Obligation**		
a	Defined Benefit obligation as at beginning of the year	16.09	17.87
b	Interest Cost DBO	1.14	1.31
c	Net Current Service Cost	4.98	3.37
d	Benefits Paid	-	(4.66)
e	Acturial (Gain) / Loss on Obligation	1.34	(1.79)
	Defined Benefit Obligation, End of Period	**23.58**	**16.09**
2	**Net Defined Benefit Cost/(Income) included in Statement of Profit & Loss at Period-End**		
a	Service Cost	4.98	3.37
b	Net Interest Cost	1.14	1.31
	Expenses recognized in the Statement of Profit & Loss	**6.13**	**4.68**
3	**Analysis of Amount Recognized in Other Comprehensive (Income)/Loss at Period - End**		
a	**Amount Recognized in OCI (Gain)/Loss, Beginning of Period**	**(1.63)**	**0.16**
b	**Remeasurements Due to :**	-	-
1	Effect of Change in Financial Assumptions	0.84	0.60
2	Effect of Experience Adjustments	0.50	(2.39)
3	(Gain)/Loss on Curtailments/Settlements	-	-
4	Return on Plan Assets (Excluding Interest)	-	-
5	Changes in Asset Ceiling	1.34	(1.79)
c	**Total Remeasurements recognized in Oci (Gain)/Loss**	**(0.28)**	**(2)**
d	**Amount Recognized in OCI (Gain)/Loss, End of Period**		
4	**Total Defined Benefit Cost/(Income) included in Profit & Loss and Other Comprehensive Income)**		
a	Amount recognized in P&L, End of Period	6.13	4.68
b	Amount recognized in OCI, End of Period	1.34	(1.79)
	Total Net Defined Benefit Cost/(Income) Recognized at Period - End	**7.48**	**2.89**
	Particulars	**2024-25**	**2023-24**
5	**Reconciliation of Balance Sheet Amount**		
a	Balance Sheet (Asset)/Liability, Beginning of Period	16.09	17.87
b	True-up	-	-
c	Total Charge/(Credit) Recognised in Profit and Loss	6.13	4.68
d	Total Remeasurements Recognised in OCI (Income) / Loss	1.34	(1.79)
e	Benefits Paid	-	(4.66)
	Balance Sheet (Asset)/Liability, End of Period	**23.56**	**16.09**
6	**Current / Non Current Bifurcation**		
a	Current liability	0.45	0.32
b	Non-Current liability	23.13	15.78
	Net Liability	**23.58**	**16.10**

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INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
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7	**Sensitivity Analysis**		
a	Defined Benefit Obligation - Discount Rate +100 Basis Points	(3.05)	(2.18)
b	Defined Benefit Obligation - Discount Rate -100 Basis Points	3.62	2.60
c	Defined Benefit Obligation - Salary Escalation Rate +100 Basis Points	3.54	2.55
d	Defined Benefit Obligation - Salary Escalation Rate -100 Basis Points	(3.05)	(2.18)
	Expected Cashflows for the Next Ten Years	-	-
a	Year - 2026	-	-
b	Year - 2027	0.48	0.34
c	Year - 2028	0.53	0.38
d	Year - 2029	0.66	0.51
e	Year - 2030	0.82	0.63
f	Year - 2031 to 2035	1.32	0.78
		25.81	9.97

Defined Benefit Plans:
In respect of Leave Encashment, provision is made based on the actuarial valuation by an independent Actuary. The following information as required under Ind AS-19 are based on the report of the Actuary.

	Particulars	**Leave Encashment (Unfunded)**	
		2024-25	**2023-24**
	Major Assumptions		
a	Discount Rate (per annum)	6.83%	7.09%
b	Future Salary Increase	8%	8%
c	Rate of Return on Plan Assets	NA	NA
d	Expected Average remaining working lives of employees in number of years	19.45	19.56
1	**Change in Defined Benefit Obligation**		
a	Defined Benefit obligation, beginning of period	21.92	23.72
b	Interest Cost on DBO	1.55	1.74
c	Net Current Service Cost	7.20	4.51
d	Benefits Paid	-	(6.49)
e	Actuarial (Gain)/Loss on obligation	2.15	(1.57)
	Defined Benefit Obligation, End of Period	**32.82**	**21.92**
2	**Amounts Recognised in Statement of Profit & Loss at Period End**		
a	Service Cost	7.20	4.51
b	Net Interest Cost	1.55	1.74
c	Remeasurements	2.15	(1.57)
	Total Expense /(Income) included in "Employee Benefit Expense"	**10.91**	**4.68**
3	**Analysis of Amounts Recognized in Remesurements of the Net Defined Belnefit Liability / (asset) during the period**		
	Remeasurements Due to :		
a	Effect of Change in Financial Assumptions	1.16	0.82
b	Effect of Experience Adjustments	0.99	(2.39)
	Total Remeasurements Recognised (Gains) /Losses	**2.15**	**(1.57)**
4	**Reconciliation of Balance Sheet Amount**		
a	Balance Sheet (Asset)/Liability, Beginning of Period	21.92	23.72
b	Total Charge/(Credit) Recognised in Profit and Loss	10.91	4.68
C	Benefit Payouts	-	(6.49)
	Balance Sheet (Asset)/Liability, End of Period	**32.81**	**21.92**

	Particulars	**Leave Encashment (Unfunded)**	
		2024-25	**2023-24**
5	**Current / Non Current Bifurcation**		
a	Current liability	0.60	0.41
b	Non-Current liability	32.21	21.50
c	**Net Liability**	**32.80**	**21.91**
6	**Sensitivity Analysis**		
a	Defined Benefit Obligation - Discount Rate +100 Basis Points	(4.20)	(2.95)
b	Defined Benefit Obligation - Discount Rate -100 Basis Points	4.97	3.52
c	Defined Benefit Obligation - Salary Escalation Rate +100 Basis Points	4.87	3.45
d	Defined Benefit Obligation - Salary Escalation Rate -100 Basis Points	(4.19)	(2.95)

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All Amounts in ₹ Lacs , unless otherwise stated

30 Capital Management

The Companies objective when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal Capital Structure to reduce the Cost of Capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

31 Fair Value measurements

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(i) Financial Instruments by Category

Particulars	31 March 2025			31 March 2024		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Trade Receivables	-		8,943.33	-	-	8,426.21
Cash and Cash Equivalents	-	-	43,212.38	-	-	32,472.38
Other Financial Assets			16,081.59	-	-	7,745.69
Total Financial Assets	-	-	**68,237.30**	-	-	**48,644.29**
Financial Liabilities						
Trade Payables	-	-	7,793.83	-	-	2,006.33
Other financial liabilities			9,200.88	-	-	1,786.99
Total Financial Liabilities	-	-	**16,994.71**	-	-	**3,793.32**

Fair Value hierarchy

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilties

Level 2- Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilty, either directly (i.e. as prices) or indirectly (i.e. derived form prices)

Level 3- Inputs for the assets or liabilties that are not based on abservable market data (unobservable inputs)

The following table presents the fair value measurement hierarchy of financial assets and liabilties measured at amortised cost:-

As at 31-03-2025

Particulars	Carrying Value	Level 1	Level 2	Level 3	Total
Financial Assets					
Trade Receivables	8,943.33	-	-		
Cash and Cash Equivalents	43,212.38	-	-	-	
Other Financial Assets	16,081.59	-	-	-	
Total financial Assets	**68,237.30**				
Financial Liabilities					
Trade Payables	7,793.83				
Other financial liabilities	9,200.88				
Total financial liabilities	**16,994.71**				

As at 31-03-2024

Particulars	Carrying Value	Level 1	Level 2	Level 3	Total
Financial Assets					
Trade Receivables	8,426.21	-	-	-	
Cash and Cash Equivalents	32,472.38	-	-	-	
Other Financial Assets	7,745.69	-	-	-	
Total financial Assets	**48,644.29**				
Financial Liabilities					
Trade Payables	2,006.33				
Other financial liabilities	1,786.99				
Total financial liabilities	**3,793.32**				

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32 Financial Risk Management

The Company's activities are not significantly affected by market risk, liquidity risk and credit risk. Therefore, the disclosure relating to maturity profile of financial liabilities, borrowing limits, gearing ratios etc. have not been furnished.

33 The company does not have any transaction and balances with Struked off companies.

34 No proceedings are initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.

35 The company is not a declared willful defaulter by any bank or financial Institution or other lender.

36 There is no 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.

37 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

38 There are no subsidiaries therefore compliance with respect to Section 2(87) of the

39 Related Party disclosures as required by Ind-AS 24 "Related party Disclosure"

39.1 Key Management Personnel

A Related parties and transactions with them as identified by the management are given below:

Parties which exercise/ can exercise significant infulence over the company
National Highway Authority of India

Key Managerial Personnel (KMP)		Date of Appointment
Mr.Vishal Chauhan , IAS	Chairman and Managing Director	04-10-2023
Mr.S.Mukhopadhyay	Chief Financial Officer	02-05-2024
Mr.Subhash Khurana	Chief Financial Officer	15-05-2020
Mr. Gopabandhu Mishra	Company Secretary	24-02-2015

Directors of the Company		Date of Appointment	Date of Cessation
Mr. N.R.V.V.M.K Rajendra Kumar	Nominee Director from NHAI	22-04-2025	
Ms. Surabhi Sinha, IRS(Retd)	Independent Director	28-03-2023	
Mr.Depinder Singh Dhesi, IAS (Retd.)	Independent Director	09-04-2024	
Mr. C.K. Sinha	Nominee Director from NHAI	10-01-2025	
Mr.Mukesh Kumar Jain	Nominee Director from NHAI	23-02-2024	30-09-2024
Mr. Niraj Tralshawala	Nominee Director from ICICI Bank	11-09-2024	
Mr. Vivek Gupta	Nominee Director from Axis Bank	30-09-2024	
Mr. Talluri Raghupati Rao (Appointed on 28.03.2023)	Nominee Director from PNC Infratech	28-03-2023	
Mr. Jitender Kumar Chauhan	Nominee Director from IRB Infrastructure Ltd	26-03-2025	
Mr. Vinod Kumar Menon	Nominee Director from IRB Infrastructure Ltd	23-02-2024	14-02-2025
Mr. Amitabh Kumar Jha	Nominee Director from Reliance Infrastructure Ltd	30-09-2024	
Ms.Esther Malini (Appointed on 28.03.2023)	Nominee Director from L&T IDPL	28-03-2023	

39.2 Disclosure of transactions with related parties

Particulars	Transactions 31-Mar-25	31-Mar-24
Management Fee to NHAI	0.00	78.04
Electronic toll collection	0.91	83,787.10
Balance outstanding as at year end		
Trade Receivable- NHAI	8,711.38	8,342.98
Other Receivable- NHAI	0.14	6,874.47
Advance received against ATMS Project- NHAI, RO		
Video Incident Detection and Enforcement System (VIDES) at **Bengaluru to Mysuru section of NH – 275** (Augmentation) - - Total Length of project 117 Km	0.00	-
Delhi Agra Section of NH-19 on EPC mode - Total Length of project 184 Km	0.05	-
Dwarka Expressway (NH-248BB) and existing Delhi-Gurugram to Jaipur section of NH-48 as one combined loop on EPC mode – Total Length of project 56 Km	0.01	-
Lucknow Ring Road (LRR) of NH-230 on Opex mode - Total Length of project 105 Km	(0.00)	-
Transactions with KMP		
Remuneration		
Mr. Gopabandhu Mishra	16.21	13.34
Balance outstanding as at year end		
Mr. Gopabandhu Mishra		
a) Remuneration	1.35	1.19
b) Expense Payable	-	-

39.3 Indian Highways Management Company Limited (IHMCL) was promoted by NHAI and was incorporated on 26th December, 2012 with equity participation from NHAI , Concessionaries and Financial Institutions primarily to establish organize, manage, run, conduct, contract, develop, handle, own and operate e-governance activities for Highways and Transportation sector. At present IHMCL is implementing all projects mandate by NHAI.NHAI has provided office space to IHMCL at 1st Floor, NHAI HQ, Plot No. G – 5 & 6, Sector – 10, Dwarka, New Delhi – 110075 and NHAI also arranged additional duties to its officer's to successfully manage the projects mandated by NHAI.

40 Segment information (Ind As - 108)

In the opinion of the management, the company is in operation is to provide services to National Highways Authority of India in implementation of various projects and operating in India, therefore there is one reporting segment. Accordingly, no disclosure for segment reporting has been made in the financial statements as specified in Companies (Accounts) Rules, 2014.

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41 In the opinion of the management, there is no impairment of assets requiring provision in accordance with Ind AS-36.

42 As per Section 135 of the Companies Act, 2013 read with guidelines issued by DPE, the Company is required to spend, in every financial year, at least two per cent of the average net profits of the Company made during the three immediately preceding financial years in accordance with its CSR Policy. The details of CSR expense required to be made by company are as under:-

Particulars	31-Mar-25	31-Mar-24
Amount need to spent during the year	187.18	267.53
Amount accumulated for previous year	0.05	5.52
Accumulated amount	187.23	273.05
Amount spent (PM cares fund)	0.00	273.00
Forward to next year	187.23	0.05

The company is required to spent Rs. 1,87.18 (Rs. 2,67.52 for FY 2023-24) on CSR activites. During the current year, the company has spent Rs. 1,87.23 on CSR expenses (PM CARES FUND). The amount of CSR spent would be treated as an expense for the year to be charged to the statement of profit and loss on receipt basis.

43 **Disclosures as per the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006**

	Particulars	31-Mar-25	31-Mar-24
a	(i) the principal amount remaining unpaid to any supplier	6,833.10	1,072.84
	(ii) interest due thereon	309.81	424.49
b	interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and the amount of payment made to the supplier beyond the appointed day.	-	-
c	interest due and payable for the period of delay in making payment other than the	-	-
d	interest accrued and remaining unpaid	309.81	424.49
e	further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Balances of the certain parties are subject to confirmation/reconciliation. In the opinion of management current assets, non-current assets, loans and advances and trade receivables have an approximate realizable value equal to amount stated in the Financial Statements, unless otherwise stated. The provision for all liabilities is adequate and not in excess of the amount reasonably necessary.

44 Disclosure relating to various Ratios:

	Particulars	31-Mar-25	31-Mar-24	Variance
(i)	**Current Ratio** (Current Assets / Current Liabilities) Reason for Variation for more than 25%: Due to improved financing inflows and changes in classification between current assets and current liabilities	3.36	6.03	-44.21%
(ii)	**Return on Equity** (Net profit after tax / Average Shareholder's equity) Reason for Variation for more than 25%: Due to substantial increase in NETC volume of transactions and consequent increase in revenue	16.24%	11.15%	45.62%
(iii)	**Trade Receivable Turnover Ratio** (Sale of Services / Average Trade Receivables) Reason for Variation for more than 25%: Due to increase in revenue as compared to previous FY)	10.78	5.53	94.95%
(iv)	**Trade Payable Turnover Ratio** (Net Credit Purchase / Average Trade Payable) IHMCL has not any Credit Purchase during the FY 2024-25 and Previous FY 2023-24 so Trade Payable Turnover ratio is zero	-	-	0.00%
(v)	**Net Capital Turnover Ratio** (Sale of Service / [Current Assets-Current Liabilities])	1.76	1.96	-10.18%
(vi)	**Net Profit Ratio** (Net Profit after Tax / Sale of Services) Reason for Variation for more than 25%: Due to substantial increase in NETC volume of transactions and consequent increase in revenue	9.93%	6.48%	53.30%
(vii)	**Return on Capital Employed** (Earnings before interest, tax & depreciation / Capital Employed) Reason for Variation for more than 25%: Due to substantial increase in NETC volume of transactions and consequent increase in revenue	20.16%	14.78%	36.38%
(viii)	**Return on Investment** (Income Generated From Investments / Time Weighted Average Investments) Reason for Variation for more than 25%: Due to increase in investments as compared to income generated	140.20%	76.97%	82.15%

Note:

1) During the Current year and previous year the company has no borrowings from any corporate, bank or financial institution. Hence, Debt-Equity Ratio and Debt-Service Coverage Ratio is not reported.
2) The Company is engaged in the business of National Election Toll Collection Services and there is no inventory of Goods. Hence, Inventory turnover Ratio is not applicable to Company.

45 The company has received Rs. 1,62,534.22 Lacs till 31.03.2025 from National Highways Authority of India for execution of projects namely Traffic survey, Electronic Toll Collection.The company has spent a sum of Rs. 1,76,483.44 Lacs till 31.03.2025 for implementing these projects including purchase of Electronic Toll Collection (ETC) equipments and other project expenses through contractors on behalf of NHAI and an amount of Rs. 13,949.23 Lacs is receivable as on 31.03.2025 on account of amount spent by the company on behalf of NHAI which has been shown as "Receivable from NHAI" under Other current assets. In the opinion of the management, the amount is recoverable from NHAI. However, the confirmation of the receivable amount is received by NHAI. The invoices for Electronic Toll Collection(ETC) equipments and other project expenses are in the name of the company. However, in accordance with the understanding between NHAI and company, ETC equipments are not the assets of the company and have, therefore not been recorded in the books of company.

46 **Details of pending material litigations /disputes**

In the normal course of business, disputes may arise from business operations and claims against the Company. The Company carries out an assessment of these disputes and claims based on the underlying facts, interpretation of the statutes, legal precedents available and monitors the legal landscape on an on-going basis with the assistance of external legal counsel, wherever necessary.

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The Company has made of these matters as part of the Note 46 - Contingent liabilities of the notes to the Financial Statements for the year ended 31 March 2025. The Company based on the its assessment believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows. In view of the several number of cases, pending at various forums/courts, it is not practicable to furnish the details of each case, however as per management estimate, the amount is not material. Based on the discussions with the solicitors, the management believes that the Company has strong chances of success in the cases and hence no provision is considered necessary.

1. The following table is the summary of the Contingent liabilities disclosed as part of Note 46 to the notes to the Consolidated Financial Statements for the year ended 31 March 2025:

Particulars	Demand Amount (in Rs.)
1. Income Tax	-
2. Claims by suppliers, other parties and Government	626.38
3. CGST/DGST Act 2017	5.22

a **Income Tax**

Income Tax cases include disputes pertaining to scrutiny assessment and other matters. There are no material litigations/ disputes pertaining to Income tax.

b **Service tax/ Goods and Service Tax**

Service Tax/ Goods & Service tax cases include disputes pertaining to availment of service tax credit on ineligible services, denial of Input Tax credit, excess ITC Claimed, ITC claimed on cancelled dealers.

Name of the Statute	Brief details of the Litigation/dispute	Period for which amount relates	Authority before whom the case is pending	Demand Amount (in Rs.)
CGST/ DGST Act 2017*	Under declaration of Ineligible ITC, ITC claimed from cancelled dealers/return defaulters /tax non payers	FY 2017-18	CGST Appeals	5.22

c **Claims by suppliers, other parties and Government**

Claims by Suppliers, other parties and Government includes quality/ shortfall claims issues raised by suppliers and others. Total Claims against the Company, not acknowledged as debts. The matter is still pending with High Court.

	Name of the Vendor	Brief details of the Litigation /dispute	Award Date	Authority before whom the case is pending	31-Mar-25
1	VR Techniche Consultants Private Ltd	1. The Hon'ble Court vide its order dated 08.11.2019 had appointed Hon'ble Mr. Badar Durez Ahmed J. Retd. Chief Justice of the Jammu and Kashmir High Court as sole arbitrator for settlement of dispute in the matter of traffic survey project. 2. Ld. Arbitrator has passed Final Award on dated 23.08.2023 for a compensation amount of Rs 96,00,000/- which includes Interest on delayed payment of Rs 86,00,000/- and reimbursement of litigtaion cost of Rs 10,00,000/-. 3. With the approval of Competent Authority, an application under section 34 of the Arbitration & Conciliation Act has filed before the Hon'ble High Court within 90 days from the date of issue of the Award by the Arbitrator against the claim of interest on delayed payment and Reimbursement of Litigation Cost. The next date of hearing is 10.09.2025.	23-08-2023	High Court	96.00
2	Bisotech India India Private Limited	Petition filed under Section 9 of the Arbitration and Conciliation Act, 1996 seeking pre-arbitral interim reliefs. The petitioner is aggrieved by a communication dated 06.09.2024 whereby the respondent terminated the contract dated 11.04.2023 with the petitioner and also debarred the petitioner for a period of one year from participating in any of the respondent's tenders or projects. The High Court of Delhi vide its order dated 06.08.2025 has disposed of both the captioned petitions bearing O.M.P. (I) (COMM) 312 & 313 of 2024 on 06.08.2025, taking into account that only a month of the debarment period remains and that the parties are amicably attempting to resolve their dispute. The High Court observed that the limited protection, in the form of a stay on blacklisting, subject to the petitioner's undertaking not to participate in IHMCL bids, which remains in force for the remaining debarment period of a month shall continue until the legitimacy of the blacklisting is decided in arbitration. The Court reiterated that a petition under Section 9 is intended only for emergent relief. All contentions of the parties have been kept open.	07-04-2025	High Court	No Financial Implication
3	SOWIL Ltd	IHMCL filed SLP in Aug 2022 raising substantial questions of law and appealed on the ground that Arbitration Proceeding was not invoked under Section 18 of the MSME Act, but the Arbitrator has awarded the benefits of the MSME Act when the Arbitration was invoked under Arbitration & Conciliation Act, 1996. Next date not yet scheduled.		Supreme Court	No Financial Implication

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All Amounts in ₹ Lacs , unless otherwise stated

4	EFKON India Pvt Ltd	Ld. Arbitrator has passed Final Award on dated 30.12.2021 in the arbitration proceedings between Indian Highways Management Company Ltd and M/s Efkon India Pvt. Ltd. Hon'ble High Court vide its order dated 19.01.2023 has directed to deposit the total award amount with Registry of High Court. Accordingly, total award amount of Rs. 13,25,23,122/- was deposited with Registry of High Court and the agency has realised the value from the Hon'ble High Court. The Award of the Ld. Arbitrator has been challenged by IHMCL before Hon'ble High Court under section 34 of Arbitration & Conciliation Act on the ground of inadmissibility of loss of anticipated profit @ 32.90%. The Pleadings has been completed. The next date of hearing is scheduled to be held on 12.09.2025.		High Court	No Financial Implication
5	ATT System India Pvt Ltd	The Hon'ble Court vide its order dated 30.10.2018 had appointed Hon'ble Mr. Badar Durez Ahmed J. Retd. Chief Justice of the Jammu and Kashmir High Court as sole arbitrator for settlement of dispute in the matter of traffic survey project between IHMCL and M/s ATT Sys (India) Pvt. Ltd - Estex Telecom Pvt. Ltd. Consortium. Ld. Arbitrator has passed Final Award on dated 24.05.2023. The differential amount based on the rate quoted by the Claimant and the L-1 rate of Zone 4 pursuant to the 2018 Rs 9,58,90,990/-, Interest on delayed payment is Rs 1,01,94,910/- and Reimbursement of Litigation Cost is Rs 30,00,000/-. Total Amount Payable is Rs 10,90,85,900/-. With the approval of Competent Authority, HMCL has paid partial amount of the Claim 1 (the differential amount of Rs. 5,30,48,056/) & claim towards reimbursement of litigation costs of Rs. 30,00,000/- and having regard to the issue of grant of interest under the MSME Act (Interest amount is Rs. 5,30,37,843/-), an application under section 34 of the Arbitration & Conciliation has filed before the Hon'ble High Court within 90 days from the date of issue of Award by the Arbitrator. The next date of hearing is 17.09.2025	30-10-2018	High Court	530.38
6	EGIS India Consulting Engineers Pvt Ltd	Petition under Section 9 of the Arbitration & Conciliation Act,1996. The termination of a consultancy agreement dated 22.11.2022 (the "Agreement") and debarment "from providing consultancy services or participating in any IHMCL projects for a period of one (1) year" via Termination Notice dated 14.11.2024 is due to flagrant violation of contractual obligation and deliberate misrepresentation by the Petitioner herein. Next date of hearing is 28.10.2025		High Court	No Financial Implication
7	Vara Infrovate	Writ Petition under Article 226 of the Constitution of India for issuance of appropriate writ, orders or directions for setting aside the Show Cause Notice dated 03.04.2024 and order/Letter dated 26.04.2024 removing the Petitioner from the list of Empaneled System Integrators for a period of 02 years. The Petitioner has alleged that the Respondent wrongly debarred the Petitioner from participating in any projects of NHAI along with IHMCL. Next date of hearing is 12.08.2025		High Court	No Financial Implication

47 Advertising expenses totaling Rs. 534.84 Lacs, payable to the National Highway Authority of India (NHAI) during the Financial Year 2021-22. Subsequently, the NHAI, through its note sheet dated December 2024, confirmed that the liability is no longer payable. After reconciliation with NHAI, the same amount may be written off in the next financial year. Meanwhile, the amount may be carried forward in the financial year 2024–25.

48 **Authorization of Financial Statements**

The financial statements for the year ended March 31, 2025 were approved by the Board of Directors on 22.09.2025. The management and authorities have the power to amend the Financial Statements in accordance with Section 130 and 131 of The Companies Act, 2013.

Previous Year Figures are regrouped / reclassified wherever required in order to make it comparable in line with the amendments in Schedule III, Division II to the companies Act, 2013 effective from 1st April, 2021.

For Reshma & Co
Chartered Accountants
(Firm Registration No. 007593C)

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

Deepak Mittal
Partner
M. No. 074979

UDIN:-25074979BMIYOE9217

Place: New Delhi
Date: 22.09.2025

For and on behalf of the Board of Directors of
Indian Highways Management Company Limited

Vishal Chauhan
(Chairman and Managing Director)
(DIN: 07245625)

S.Mukhopadhyay
(Chief Financial Officer)

Abdul Basit
(Director)
(DIN:11192640)

Gopabandhu Mishra
(Company Secretary)

RESHMA & COMPANY
CHARTERED ACCOUNTANTS

Ref. No. .....

Date 22-09-2025

INDEPENDENT AUDITOR'S REPORT

To

The Members of Indian Highways Management Company Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of M/S Indian Highways Management Company Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended on that date and Notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2025 and its profit, (financial performance including other comprehensive income), changes in equity and the cash flows for the year ended on that date except for the possible effects of the matter described in the **Basis of Qualified Opinion** paragraph.

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Date 22-09-2025

Basis for Qualified Opinion

1. Attention is drawn to note no. 8.3 of the Financial Statement. The Company has undertaken seven projects on behalf of the National Highway Authority of India (NHAI) during the current financial year, but no progress has been made on any of these projects. Consequently, the status of these projects remains unaccounted for. The Company is to recover a net amount of Rs. 2,816.95 lakhs from the NHAI in accordance with these seven projects.

2.Attention is drawn to Note No. 47 of the Financial Statements, wherein the management has disclosed advertisement expenses totaling Rs. 534.84 Lakhs, payable to the National Highway Authority of India (NHAI) during the Financial Year 2021-22. Subsequently, the NHAI, through its note sheet confirmed that the liability is no longer payable. However, the company has not yet written back the provision due to the non-approval of the competent authority of the Indian Highway Management Corporation Limited (IHMCL). Consequently, the profit has been understated by Rs. 534.84 Lakhs.

We have conducted our audit of the financial statement in accordance with the standards on auditing (SAs) as specified under section 143(10) of the Act (SA's). 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 (ICAI) together with the Independence requirements that are relevant to our audit of the financial statement under the provisions of the act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion except as stated elsewhere in the report.

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Emphasis of Matters

We draw attention to the following notes on the Financial Statements being matters pertaining to the Company requiring emphasis by us:

1. Attention is drawn to Note No. 39 of the Company's Financial Statements, which pertains to the disclosure of transactions with related parties. The Company has a designated office space on the first floor of the National Highway Authority of India (NHAI) headquarters located at Plot G-5 and 6, Sector-10, Dwarka, New Delhi. All expenses incurred for the maintenance and upkeep of this office, including electricity, are borne by NHAI. Furthermore, the salary of employees working on deputation from NHAI to the Company is also covered by NHAI. .

Our opinion is not modified in respect of this matter.

2. Attention is drawn to Note No. 43(d) of the Financial Statements, wherein the management has disclosed an interest payable of Rs. 309.81 lacs, which arose due to the delay in payment to Micro and Small Enterprises as per Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006. Furthermore, the classification of MSMEs by the management is not in accordance with the applicable regulations. Consequently, no provision for the interest payable has been made by the company, resulting in an overstatement of profits by Rs. 304.38 lacs.

Our opinion is not modified in respect of this matter.

3. Attention is invited to Note No. 16 of the Financial Statements that the Company has been assigned the authority to receive, in terms of Ministry of Road Transport and Highway (MORTH) notification no. RW NH-35072/I/2010-S&R{B) dated 20.09.2013. user fee for movement of overweight and over dimensional (OW/OD) consignments levied by MORTH is being deposited in Company's Bank Account. The company has received Rs. 17.55 crores during the year. Out of which Rs. 12.54 crores are still pending as a payable to MoRTH as on 31st March 2025 which has been disclosed under "Current Liabilities" as "Receipt on behalf of Government of India".

Our opinion is not modified in respect of this matter.

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4. The Company has appointed M/s. Raghu Nath Roi & Co. (RNR) as the system auditor of Axis Bank Ltd., Yes Bank Ltd. (Issuer Bank), for the period from October 1, 2021, to June 30, 2024. Additionally, RNR has been appointed as the system auditor of Airtel Payment Bank (Issuer Bank) from October 1, 2021, to December 31, 2023. RNR has raised several critical issues and recommended that the Company impose a penalty of Rs. 5 Lakhs on each bank due to their non-adherence to System Level Agreements (SLAs). The Company has yet to take any action against the issuer banks.

Our opinion is not modified in respect of this matter.

5.Balance confirmations were sent to creditors. Adjustments may arise when the reconciliation is done, but the impact, if any, is not ascertainable at this stage.

Our opinion is not modified in respect of this matter.

6. The company has placed a Fixed Deposit of Rs. 500.00 lakhs with the Canara Bank for the mandate letter in favor of NPCI for the payment of fees to issuers, acquirers, and discounts to banks and users. The approval for the placement of the FDR and the transaction charges payable to the bank was approved by the Chairman. The FDR was renewed in 2022 for a period of five years at a rate of interest of 3.40%. However, the approval for the increase in the amount of the FDR from Rs. 500.00 lakhs to Rs. 623.53 lakhs and the placement of the FDR at a very low interest rate of 3.40% was not obtained from the competent authority. Continuous placement of the FDR under lien to the Canara Bank and the low rate of interest have resulted in the blockage of funds and adversely affected the company's liquidity and profitability.

Our opinion is not modified in respect of this matter.

7. The balance confirmation for the amounts recoverable and payable to NHAI in respect of Sundry Debtors amounting to Rs. 8,875.53 lacs (Debit), Current Financial Assets amounting to Rs. 16,081. 59 lacs (Debit), ,Sundry Creditors amounting to Rs. 149.22 lacs (Credit) and other current financial liability of Rs. 7,703.39 lacs (credit) is not obtained.

In the Opinion of the Management, the amount is considered recoverable from NHAI, and no disputes of any nature have been raised by NHAI against the Company. The reconciliation process is currently ongoing. The Company is actively following up with NHAI to complete the reconciliation and obtain the Balance Confirmation Certificate. The management anticipates that the reconciliation will be finalized in the financial year 2025-26.

Our opinion is not modified in respect of this matter.

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Information other than the Financial Statements and Auditor's Report thereon

The Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read such other information when made available to us and if we conclude that there is a material misstatement there-in we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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In preparing the financial statements, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone 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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

- 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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.

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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 auditor's 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 Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2) As required by Section 143 (3) of the Act, based on our audit we report that:

a. We have sought all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 Company has no branches, hence the clause of reporting I 43(3)(c) is not applicable to the Company.

d. The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

e. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard Rules, 2015 as amended

f. On the basis of the written representations received from the directors as on 31st March , 2025 taken on records by the board of directors, none of the director is disqualified as on 31st March , 2025 from being appointed as a director in term of section 164(2) of the act.

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g. 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".

h. On the basis of the written representations received from the directors as on 31st March , 2025 with regard to remuneration to directors, company had followed the notification number G.S.R. 463 (E) dated 5th June, 2015 issued by Ministry of Corporate Affairs, section 197 of the companies Act,-2013.

i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 standalone financial statements. Refer Note 46 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) The company was not required to transfer, any amount to the Investor Education and Protection Fund.

iv) The company had not declared or proposed any dividend during the year, therefore compliance with section 123 of the Act is not applicable.

V. (a) 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 person(s) or entity[ies), 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;

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

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(b) Management has represented, that, to the best of its knowledge and belief, no funds have _been received by the company from any person(s) or entity{ies), 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; and

(c) Based on such audit procedures performed and information and explanation given, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis- statement.

VI. Based on our examination, which included test checks, the Company has used Tally Prime for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in accounting software. except for modifications. if any, made by certain users with specific access in live applications and for direct database changes for all the accounting software. During the course of performing our procedures, except for the aforesaid instances of audit trail not maintained where the question of our commenting on whether the audit trail has been tampered with does not arise, we did not notice any instance of audit trail feature being tampered with.

For Reshma and Company
Chartered Accountants
FRN No.007593C

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

CA. Deepak Mittal
Partner
M. No. 074979
Place: Ghaziabad
Date: 22/09/2025
UDIN: 25074979BMIYOE9217

Ref. No. .....

Date 22-09-2025

Annexure – 'A' to the Independent Auditor's Report

(The Annexure referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date).

To the best of our information and explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that.

(i) Property ,Plant and equipment

a. 1. Company is not maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment and relevant details of right of use assets.

   2.Company has not maintained proper records showing full particulars of intangible assets.

b. As informed to us, Property, Plant and Equipment have not been physically verified by the management at reasonable intervals.

c. According to the information and explanation given to us, there are no immovable assets held by the company, hence this clause of paragraph 3 (i) of the order is not applicable to the Company.

d. During the year, the company had not revalued its Property, Plant and equipment or intangible assets accordingly, the reporting under clause 3 (I) (d) of the order is not applicable to the company.

e. No case reported by the company in respect of any proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

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(ii) (a) The Company is a service company, engaged in the business of providing services to National Highways Authority of India in implementation of various projects operating in India and there is no inventory in hand at any point of time, hence paragraph 3 (ii) (a) of the order is not applicable to the Company.

(b) According to the information and explanations given to us and as verified by us, during any point of time of the year, the Company has not been sanctioned working capital limits, hence paragraph 3(ii) (a) of the order is not applicable to the co

(iii) According to the information and explanation given to us , during the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other party.

(iv) According to the information and explanations given to us, no loans, investments, guarantees and securities have been given by the company to concerns which are covered under section 185 and 186 of the Companies Act, 2013.

(v) According to the information and explanations given to us, Company has not accepted any deposits or amounts which are deemed to be deposits from the public and hence the direction issued by Reserve Bank of India and the provision of section 73 to 76 or any other relevant provision of the Act and the Rules framed there under apply are not applicable.

(vi) According to the information and explanations given to us , the maintenance of cost records has not been specified by the Central Government under section 148(I) of the Companies Act, 2013 for the business activities carried out by the company.

(vii) (a) According to the information and explanations given to us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and any other statutory dues as applicable to it. There was no undisputed amount payable in respect of Goods and Service Tax, Provident Fund, Employee State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value added Tax, Cess and any other Statutory dues as at March 31, 2025 for a period of more than six months from the date they became payable.

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(b) According to the information and explanations given to us, the particulars of Goods and Service Tax, Provident Fund, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, which have not been deposited on account of dispute are as under:

S.No	Name of the Statute Forum where dispute is pending	Nature of the Dues	Amount Involved	Amount paid under protest	Amount not deposited	Period to which the amount relates
1.	Traces Portal	Demand of TDS	17.28 lakhs	NIL	17.28 lakhs	2013-14

viii) According to the records of the Company examined by us and the information and explanations given to us, no transactions have been recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix) In our opinion and according to the information and explanations given to us, the Company has not taken any loans or borrowings from any landers. Accordingly, the provision of paragraph 3(ix) of the Order is not applicable to the Company

x) a) The Company has not raised any monies by way of initial public offer or further public offer (including debt instruments) hence reporting under clause 3(x) (a) of the Order is not applicable.

b) During the year, the Company has not made any preferential allotment or private placement of shares or debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.

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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, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year, nor we have been informed of such case by the management.

(b) No report under sub-section (12) of section 143 of the companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.

xii) Company is not a Nidhi Company, provisions of clause no. 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 and based on our examination of the records of the company, transactions with the related parties are in compliance with Sec 177 and 188 of the Act where applicable and detail of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv) (a) Based on information and explanations provided to us and our audit procedures, the Company has an internal audit system which are not in commensurate with the size and nature of its business. The frequency of the internal audit is yearly and the coverage is also inadequate.

(b) We have considered the internal audit reports of the company issued till date for the period under audit.

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 Directors or persons connected with him and hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, this clause is also not applicable to the Company.

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

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Office: C-51, RDC, Raj Nagar, Ghaziabad – 201001, Ph. – 0120-6540993, 0120-4110788, Cell: 9811546688
Office: 1104, Nirmal Tower, 26 Barakhambha Road, Connaught Place, New Delhi – 110001, Cell: 9810371373
E Mail: - reshmaandco@gmail.com

Ref. No. .....

Date 22-09-2025

xvi) (a)The company is not required to be registered under Section 45-IA of the Reserve Bank of India, Act 1934.

(b)In our opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid certificate of Registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause3(xvi)(b) of the Order is not applicable.

(C)In our opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, Clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations given by the Management, the Group does not have any Core Investment Companies (CIC) as part of the Group.

xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

xviii) The Statutory auditor of the company had resigned on 30.12.2024 due to personal reason and Pre-Occupation. The same was considered in the board meeting held on 10/01/2025

xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans 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.

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

Ref. No. .....

Date 22-09-2025

xx) (a) There is no unspent amount under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any project other than ongoing projects. Accordingly, Clause 3(xx)(a) of the Order are not applicable to the Company.

(bl There is no unspent CSR amount as at Balance Sheet date under section (5) of section 135 of the Act, pursuant to any ongoing project, hence, reporting under clause 3(xx)(b) of the Order is not applicable.

xxi) The Company is not required to prepare consolidated Financial Statements, therefore the provision of paragraph 3(xxi) of the order is not applicable to the Company.

For Reshma and Company
Chartered Accountants
FRN No.007593C

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

CA. Deepak Mittal
Partner
M. No. 074979

Place: Ghaziabad
Date: 22/09/2025
UDIN: 25074979BMIYOE9217

Ref. No. .....

Date 22-09-2025

Annexure –,'B' to the Independent Auditor's Report

Report on Internal Financial Controls with reference to Standalone Financial Statements

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

We have audited the internal financial controls over financial reporting of **Indian Highways Management Company Limited ("THE COMPANY")** as of March 31, 2025, in conjunction with our audit of the IND-AS 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 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 (the Guidance Note) issued by the Institute of Chartered Accountants of India. 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 over financial reporting 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 Companies Act, 2013, 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.

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

Ref. No. .....

Date 22-09-2025

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 my /our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with reference to Financial Statement

A company's internal financial control over with reference to financial statement 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 control with reference to financial statement 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.

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RESHMA & COMPANY
CHARTERED ACCOUNTANTS

Ref. No. .....

Date 22-09-2025

Inherent Limitations of Internal Financial Controls with reference to Financial Statement

Because of the inherent limitations of internal financial controls with reference to Financial Statement , 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.

Opinion

In our opinion, to be best of our information and according to the explanations given to us, the Company has, broadly, 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 March 31, 2025, based on the internal control with reference to Financial Statement 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 Reshma and Company
Chartered Accountants
FRN No.007593C

RESHMA & CO. DELHI CHARTERED ACCOUNTANTS

CA. Deepak Mittal
Partner
M. No. 074979

Place: Ghaziabad
Date: 22/09/2025
UDIN: 25074979BMIYOE9217

Office : Krishna Niwas, Raje Babu Road Behind TVS Show Room Bulandshahr. Ph 9810371373
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Annexure-'IV

Sr. No.	Audit Observation	Management Reply
1.	Attention is drawn to note no. 8.3 of the Financial Statement. The Company has undertaken seven projects on behalf of the National Highway Authority of India (NHAI) during the current financial year, but no progress has been made on any of these projects. Consequently, the status of these projects remains unaccounted for. The Company is to recover a net amount of Rs. 2,816.95 lakhs from the NHAI in accordance with these seven projects. However, without receiving a balance confirmation from the NHAI, we are unable to assess the recoverability of this amount. Attention is drawn to Note No. 47 of the Financial Statements, wherein the management has disclosed advertisement expenses totalling Rs. 534.84 Lakhs, payable to the National Highway Authority of India (NHAI) during the Financial Year 2021-22. Subsequently, the NHAI, through its note sheet confirmed that the liability is no longer payable. However, the company has not yet written back the provision due to the non-approval of the competent authority of the Indian Highway Management Corporation Limited (IHMCL). Consequently, the profit has been understated by Rs. 534.84 Lakhs.	In the Opinion of the Management, the amount is considered recoverable from NHAI, and no disputes of any nature have been raised by NHAI against the Company. The reconciliation process is currently ongoing, and the necessary accounting entries will be made by NHAI. The Company is actively following up with NHAI to complete the reconciliation and obtain the Balance Confirmation Certificate. The management anticipates that the reconciliation will be finalized in the financial year 2025-26.

Annexure V

Annual Report on Corporate Social Responsibility (CSR) activities to be included in Board's Report

1. **Brief outline on CSR policy of the Company**

   To actively contribute to the social and economic development of the communities in which the Company operates and aims at supplementing the role of Government in enhancing the welfare measures of the society within the framework of its policy.

2. **Composition of the CSR Committee**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year
1.	Sh. Depinder Singh Dhesi	Independent Director	1
2.	Ms. Surabhi Sinha	Independent Director	1
3.	Sh. Talluri Raghupati Rao	Director	1
4.	Sh. Chandan Kumar Sinha	Director	1

3. **Provide the web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.**
   www.ihmcl.co.in

4. **Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. N.A.**

5. **(a) Average net profit of the company as per sub-section (5) of section 135:**

Financial year	Net Profit before tax (amount in INR Lacs)
2021-22	19085.41
2022-23	1208.83
2023-24	7783.42
Average net profit	9359.22

(b) Two percent of average net profit of the company as per sub-section (5) of Section135: Rs. 187 Lacs

(c) Surplus arising out of the CSR Projects or programmes or activities of the Previous financial years: No

(d) Amount required to be set off for the financial year, if any: No

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 187.00 Lacs

(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Rs. 187.00 Lacs**

(b) Amount spent in Administrative Overheads: **NIL**

(c) Amount spent on Impact Assessment, if applicable: **N.**A.

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] : **Rs. 187.00 Lacs**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	**Amount Unspent (in Rs.)**				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		**Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of section 135.**		
	Amount.	**Date of transfer.**	**Name of the Fund**	**Amount.**	**Date of transfer**
187.00 Lacs	NIL	N.A.	Contribution to Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)	**187.00 Lacs**	20/02/2025

(f) Excess Amount for set-off, if any:

Sl. No.	**Particular**	**Amount (in Rs.Lacs)**
(1)	**(2)**	**(3)**
(i)	**Two percent of average net profit of the company as per sub-section (5) of section135**	**187.00**
(ii)	**Total amount spent for the Financial Year**	**187.00**
(iii)	**Excess amount spent for the Financial Year [(ii)-(i)]**	**NIL**

(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL

6. **Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:**

1	2	3	4	5	6		7	8
Sl. No.	**Preceding Financial Year.**	**Amount transferred to Unspent CSR Account under sub section (6) of Section 135 (in Rs.)**	**Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)**	**Amount Spent in the Financial Year (in Rs)**	**Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any**		**Amount remaining to be spent in succeeding Financial Years (in Rs)**	**Deficiency, if any**
					Amount (in Rs).	**Date of transfer.**		
1	FY-1	-	-	-	-	-	-	-
2	FY-2	-	-	-	-	-	-	-
3	FY-3	-	-	-	-	-	-	-
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL

7. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

No

If Yes, enter the number of Capital assets created/ acquired

8. **Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

Sl. No.	Short particulars of the property or	Pincode of the property or asse t(s)	Date of Creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner

	asset(s) [including complete address and location of the property]						
1	2	3	4	5	6		
N.A.	N.A.	N.A.	N.A.	N.A.	CSR Registration Number, if Applicable	Name	Registered address
					N.A.	N.A.	N.A.

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. NIL

For and on behalf of the Board
For **Indian Highways Management Company Limited**

Sd/- **(Vishal Chauhan)** **(DIN: 07245625)** **(Director)**	**Sd/-** **Surabhi Sinha** **(DIN : 10011356)** **(Chairman CSR Committee)**

Date: 22/09/2025
Place: Delhi

Annexure-VI

S. Behera & Co.
Company Secretaries

Off : 3rd Floor, South Block, 1, Arjun Nagar,
Safdarjung Enclave, Ch. Harsukh Marg, New Delhi-110029
Ph.: +91-11-41602528, M.: +91-9999002490
E-mail : shesdev@gmail.com acecorporate.india@gmail.com
shesdev@sbehera.com Website : www.sbehera.com

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

(Form No. MR-3)

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
CIN: U74140DL2012PLC246662
Room No. 402, NHAI HQ, Plot G- 5&6,
Sector -10, Dwarka, New Delhi – 110075

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Indian Highways Management Company Limited** (CIN: U74140DL2012PLC246662) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutbory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and made available and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, in our opinion we hereby report that, the Company has, during the audit period covering the financial year ended on **March 31, 2025** complied with the statutory provisions stated hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2025** according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not Applicable during the Financial Year under review)**

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

S. Behera & Co. C.P. No. 5980 NEW DELHI Company Secretaries

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable during the Financial Year under review)**

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:

a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable during the Financial Year under review)**

b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable during the Financial Year under review)**

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the Financial Year under review)**

d) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the Financial Year under review)**

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable during the Financial Year under review)**

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable during the Financial Year under review)**

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not Applicable during the Financial Year under review**; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable during the Financial Year under Review;**

vi. The Company has identified and confirmed the following laws as being specifically applicable to the Company:

1. Employees' Provident Funds & Misc. Provisions Act, 1952;

S. Behera & Co. C.P. No. 5980 NEW DELHI Company Secretaries

2. Employees' State Insurance Act, 1948;
3. Maternity Benefit Act, 1961;
4. Minimum Wages Act, 1948;
5. Payment of Bonus Act, 1965;
6. Payment of Gratuity Act, 1972; and
7. Delhi Shops and Establishments Act, 1954.

We have also examined compliance with the applicable Clauses/ Regulations of the following:

(i) Secretarial Standards with respect to Meetings of Board of Directors ('SS-1') and General Meetings ('SS-2') issued by The Institute of Company Secretaries of India;

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered by the Company with BSE Limited. - Not Applicable during the Financial Year under Review.

We report that, during the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, and Guidelines mentioned above to the extent applicable. However, as informed by the officers and management of the Company, few e-Forms have been filed with additional fee with the Registrar of Companies, NCT of Delhi & Haryana due to technical issues with MCA V3 portal.

We further report that, based on the information provided and the representation made by the Company and based on the review of the compliance mechanism established by the Company we are of the opinion that, adequate system and process exist in the Company commensurate with the size and operations of the company to monitor and ensure compliances with all applicable laws, rules, regulations and guidelines including Labour Laws.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where consent of directors was received for circulation of the agenda and notes on agenda at a shorter notice and a system exists for seeking and obtaining further information and

S. Behera & Co. C.P. No. 5980 NEW DELHI Company Secretaries

clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- All decisions of the Board and Committees thereof were carried out with requisite majority.

We further report that during the audit period no specific events/actions have taken place in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above which may have a major bearing on the company's affairs.

This report is to be read with our letter of even date which is annexed as **Annexure-'A'** and forms an integral part of this report.

For S. Behera & Co.
Company Secretaries

S. Behera & Co. C.P. No. 5980 NEW DELHI Company Secretaries

Shesdev Behera
Proprietor
CP No. 5980
ICSI UDIN: F008428G000801638

Date: July 17, 2025
Place: New Delhi

Annexure-'A'

To,
The Members,
INDIAN HIGHWAYS MANAGEMENT COMPANY LIMITED
CIN: U74140DL2012PLC246662
Room No. 402, NHAI HQ, Plot G- 5&6,
Sector -10, Dwarka, New Delhi - 110075

Our report of even date is to be read along with this letter:

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

1. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

2. We have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.

3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

4. Wherever required, we have obtained reasonable assurance whether the statements prepared, documents or records, in relation to Secretarial Audit, maintained by the Company, are free from misstatement.

5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

1. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.

S. Behera & Co. C.P. No. 5980 NEW DELHI Company Secretaries

2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For S. Behera & Co.
Company Secretaries

Shesdev Behera
Proprietor
CP No. 5980
ICSI UDIN: F008428G000801638

Date: July 17, 2025
Place: New Delhi