

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U65929DL2020GOI366835

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCN0516C

(ii) (a) Name of the company

NATIONAL HIGHWAYS INFRA II

(b) Registered office address

G-5 & 6, Sector-10, Dwarka
Delhi
South West Delhi
Delhi
110075

(c) *e-mail ID of the company

cs.nhim@nhai.org

(d) *Telephone number with STD code

+911125076536

(e) Website

www.nhaiinvit.in

(iii) Date of Incorporation

25/07/2020

Type of the Company	Category of the Company	Sub-category of the Company
Private Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	0
2	K	Financial and insurance Service	K2	Activities by Trusts, funds and other financial holding companies	100

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	11,000,000	11,000,000	11,000,000	11,000,000
Total amount of equity shares (in Rupees)	110,000,000	110,000,000	110,000,000	110,000,000

Number of classes

Class of Shares		Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital					
Number of equity shares		11,000,000	11,000,000	11,000,000	11,000,000
Nominal value per share (in rupees)		10	10	10	10
Total amount of equity shares (in rupees)		110,000,000	110,000,000	110,000,000	110,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

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

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	11,000,000	0	11000000	110,000,000	110,000,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	11,000,000	0	11000000	110,000,000	110,000,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

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

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>		
Date of registration of transfer (Date Month Year)		<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>	
Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

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

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

(i) Turnover

126,370,410

(ii) Net worth of the Company

163,605,317

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	11,000,000	100	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	11,000,000	100	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

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

		Total	0	0	0	0
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Total number of shareholders (other than promoters)

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

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

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

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	4	0	4	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	2	0	2	0	0
Total	1	9	1	9	0	0

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

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SURESH KRISHAN GC	02721580	Managing Director	0	
MAHAVIR PARSAD SH	03158413	Director	0	
PRADEEP SINGH KHA	05347746	Director	0	
SHAILENDRA NARAIN	02144836	Director	0	
BALASUBRAMANYAM	02993708	Director	0	
SUMIT BOSE	03340616	Director	0	
AMIT KUMAR GHOSH	01092172	Nominee director	0	15/11/2023
NETI RAVI VIJAY VENI	09494456	Nominee director	0	
KAVITA SAHA	03313543	Director	0	08/11/2023
BRUCE CRANE	08403603	Director	0	07/11/2023
SURESH KRISHAN GC	ABKPG9591M	CEO	0	
MATHEW GEORGE	ABVPM5110D	CFO	0	
GUNJAN SINGH	BJIPS6871B	Company Secretar	0	

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

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VIVEK RAE	01866765	Director	12/07/2022	Cessation
KAVITA SAHA	03313543	Director	29/11/2022	Cessation due to expiry of term
BRUCE CRANE	08403603	Director	29/11/2022	Cessation due to expiry of term
KAVITA SAHA	03313543	Director	06/01/2023	Appointment
BRUCE CRANE	08403603	Director	06/01/2023	Appointment
SUMIT BOSE	03340616	Additional director	11/01/2023	Appointment
SUMIT BOSE	03340616	Director	23/03/2023	Change in designation
BALASUBRAMANYAM	02993708	Director	31/03/2023	Cessation

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

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

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2022	2	2	100
Extra-Ordinary General Meeting	06/01/2023	2	2	100
Extra-Ordinary General Meeting	23/03/2023	2	2	100

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2022	10	9	90
2	13/06/2022	10	10	100
3	05/07/2022	10	10	100
4	12/08/2022	9	8	88.89
5	30/08/2022	9	8	88.89
6	21/09/2022	9	8	88.89
7	27/09/2022	9	8	88.89
8	11/10/2022	9	8	88.89
9	15/11/2022	9	8	88.89
10	15/12/2022	7	7	100
11	23/01/2023	10	10	100
12	14/02/2023	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held

21

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2022	6	5	83.33
2	Audit Committee	13/06/2022	6	6	100
3	Audit Committee	05/07/2022	6	6	100
4	Audit Committee	12/08/2022	6	6	100
5	Audit Committee	30/08/2022	6	5	83.33
6	Audit Committee	21/09/2022	6	6	100
7	Audit Committee	27/09/2022	6	6	100
8	Audit Committee	11/10/2022	6	5	83.33
9	Audit Committee	15/11/2022	6	6	100
10	Audit Committee	15/12/2022	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	31/10/2023
								(Y/N/NA)
1	SURESH KRISHNA	14	14	100	4	4	100	Yes
2	MAHAVIR PAUL	14	14	100	14	14	100	No
3	PRADEEP SINHA	14	14	100	13	13	100	No
4	SHAIKENDRA	14	14	100	9	9	100	No
5	BALASUBRAMANIAM	14	14	100	17	17	100	Not Applicable
6	SUMIT BOSE	4	4	100	1	1	100	No
7	AMIT KUMAR	14	9	64.29	8	0	0	No
8	NETI RAVI VIKRAM	14	10	71.43	13	9	69.23	No
9	KAVITA SAHA	13	13	100	17	16	94.12	No
10	BRUCE CRANFORD	13	13	100	17	17	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SURESH KRISHAN	Director & CEO	15,741,000	0	0	473,851	16,214,851
	Total		15,741,000	0	0	473,851	16,214,851

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mathew George	Chief Financial C	12,640,116	0	0	149,613	12,789,729
2	Gunjan Singh	Company Secre	2,747,856	0	0	40,255	2,788,111
	Total		15,387,972	0	0	189,868	15,577,840

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BALASUBRAMANY	Independent Dir	0	0	0	2,983,530	2,983,530
2	MAHAVIR PARSAD	Independent Dir	0	0	0	2,520,000	2,520,000
3	PRADEEP SINGH	Independent Dir	0	0	0	2,440,000	2,440,000
4	SHAIENDRA NAR	Independent Dir	0	0	0	2,204,182	2,204,182
5	SUMIT BOSE	Independent Dir	0	0	0	526,312	526,312
6	VIVEK RAE	Independent Dir	0	0	0	460,000	460,000
	Total		0	0	0	11,134,024	11,134,024

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

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

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

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

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

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

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

Name

Vaibhav Garg

Whether associate or fellow

Associate Fellow

Certificate of practice number

17448

I/We certify that:

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

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

- (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:
1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SURESH GOYAL
Digitally signed by SURESH GOYAL
Date: 2023.12.22
17:24:05 +05'30'

DIN of the director

02721580

To be digitally signed by

GUNJAN SINGH
Digitally signed by GUNJAN SINGH
Date: 2023.12.22
17:24:39 +05'30'

Company Secretary

Company secretary in practice

Membership number

6112

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

List of Shareholders as on 31-03-2023.pdf
MGT-8_SIGNED_compressed.pdf
Board and Commiittee Meetings of NHIIMF
Approval letter for extention of AGM_comp

Attach

Attach

Attach

Attach

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

DATED : 04-09-2023

IN THE MATTER OF M/S NATIONAL HIGHWAYS INFRA INVESTMENT MANAG CIN
U65929DL2020GOI366835
AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

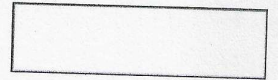
The Company has closed its accounting year on 31-03-2023 and the Annual general meeting of the company is due to be held on 30-09-2023 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN F63804660 on 02-09-2023 requesting for an extension of time for the purpose of holding AGM on the following grounds

Extension of AGM is allowed for 3 Months.

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 3 months 0 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 3 months 0 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.



Yours faithfully,
MANGAL RAM MEENA

Registrar of Companies
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

NATIONAL HIGHWAYS INFRA INVESTMENT MANAG
G-5 & 6, Sector-10, Dwarka, Delhi, South West Delhi, Delhi, India, 110075



Note: This letter is to be generated only when the application is approved by RoC office

NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

Registered Office: G-5 & 6, Sector-10, Dwarka, New Delhi- 110075,

Tel: 011-25076536, FAX: 011-25076536 Email: cs.nhim@nhai.org

CIN: U65929DL2020GOI366835

Board and Committee Meeting Details

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

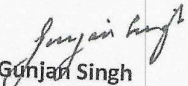
B. BOARD MEETINGS

S.N.	Date of Meeting	Total Number of directors associated as on the date of Meeting	Attendance	
			Number of directors attended	% of Attendance
13.	20-02-2023	10	10	100
14.	14-03-2023	10	9	90

C. COMMITTEE MEETINGS

S.N.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of Meeting	Attendance	
				Number of members attended	% of Attendance
11.	Audit Committee	14-02-2023	4	3	75
12.	Audit Committee	20-02-2023	4	4	100
13.	Audit Committee	14-03-2023	6	6	100
14.	Nomination and Remuneration Committee	13-06-2022	6	5	83.33
15.	Nomination and Remuneration Committee	06-10-2022	5	4	80
16.	Nomination and Remuneration Committee	29-11-2022	5	4	80
17.	Nomination and Remuneration Committee	14-03-2023	6	5	83.33
18.	Stakeholders' Relationship Committee	13-06-2022	6	5	83.33
19.	Stakeholders' Relationship Committee	06-10-2022	5	4	80
20.	Stakeholders' Relationship Committee	15-11-2022	5	4	80
21.	Stakeholders' Relationship Committee	14-03-2023	5	3	60

For National Highways Infra Investment Managers Private Limited


Gunjan Singh
Company Secretary
FCS: 6112

Address: G-5 & 6, Sector 10, Dwarka, New Delhi-110075



Date: 31-10-2023

Place: New Delhi

NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

Registered Office: G-5 & 6, Sector-10, Dwarka, New Delhi- 110075,

Tel: 011-25076536. FAX: 011-25076536 Email: cs.nhim@nhai.org

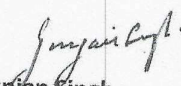
CIN: U65929DL2020GOI366835

List of Shareholders as on 31st March, 2023

Name of Company	National Highways Infra Investment Managers Private Limited
Class of Shares	Equity
Nominal Value per share (in Rs.)	10/-

S.N.	Name & Occupation of Shareholder	Address of Shareholder	Nationality of Shareholder	Number of Shares	Total Amount (in Rs.)	% of share holding
1.	President of India through Ministry of Roads, Transport and Highways (MoRTH)	Transport Bhawan, 1, Parliament Street, New Delhi-110001	Indian	10,999,999	109,999,990/-	100%
2.	Mr. A.K. Dey [Nominee of Ministry of Road, Transport & Highways	Ministry of RT&H, Room No.331, Transport Bhawan,1, Parliament Street, New Delhi-110001	Indian	1	10/-	-

For National Highways Infra Investment Managers Private Limited


Gurjan Singh

Company Secretary

FCS: 6112

Address: G-5 & 6, Sector - 10, Dwarka, New Delhi- 110075

Date: 31-10-2023

Place: New Delhi





Form No. MGT-8

[Pursuant to section 92 (2) of the Companies Act, 2013 and rule 11 (2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers, as produce before us, of **NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED** (the Company) (CIN- U65929DL2020GOI366835) having its Registered office at G-5 & 6, Sector-10, Dwarka, New Delhi 110075 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act & Rules made thereunder in respect of which we certify:
 1. That the Company is unlisted Government Indian Private Limited Company having share capital with limited liability under the Act;
 2. The Company has Maintained the registers and records, & made entries therein within the time prescribed therefore;
 3. That the filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, and Central Government, the Tribunal, Court or other authorities within and / or beyond the prescribed time. Forms/ Returns filed during the year annexed as **Annexure-A**.
 4. The Company has called/ convened/ hold meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; The details of meeting held during the year is mentioned in **Annexure-B**.
 5. The Company was not required to close the Register of Members/Security holders as the case may be during the aforesaid financial Year;
 6. The Company has not made any Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the under review, hence this clause is Not Applicable;

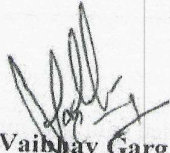


7. According to the information and explanations given to us, transactions with the related parties are in compliance with section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;
8. There was no issue, allotment, transfer, transmission, buy back of securities, redemption of preference shares, alteration, reduction of share capital, conversion of shares/securities and issue of security certificates in all instances, the paid-up equity share capital of the Company as on 31st March 2023 was Rs. 11,00,00,000/- divided into 1,10,00,000 of Rs. 10 each;
9. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares, pending registration of transfer of shares;
10. During the aforesaid financial year, the Company has not declared / paid any dividend and was not required to transferred any unpaid / unclaimed dividend / other amounts as applicable to Investor Education and Protection Fund;
11. The Company has complied the provision of section 134 of the Act for signing of audited financial statements and has also complied with the provision of sub-section (3), (4) & (5) of section 134 for the Report of Directors;
12. Constitution/ appointment/ reappointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them: the details of changes in the Board of Directors and Key Management Personnel during the aforesaid financial year annexed as **Annexure-C**;
13. On recommendation of Comptroller and Auditor General of India the Company has appointed M/s ASC & Associates (FRN-11863N) as statutory auditors of the Company for the financial year 2022-2023 to hold the office of statutory auditors till the conclusion of the 3rd Annual General Meeting of the Company.
14. As per the information received, the company was not required to obtain the necessary approvals, from the Central Government, Tribunal, Regional Director, Registrar, Court and/or such authorities prescribed under the various provisions of the Act during the aforesaid financial year;
15. The Company has not accepted / renewed / repaid any deposits during the aforesaid financial year;
16. During the year under review, the Company has not made any borrowings from its directors, members, public financial institutions, banks and other and there was no creation/modification/satisfaction of charge in the respect;
17. As per the information given, the company has not provided loans, investment to any party / body corporate or persons falling under the provisions of section 186 of the Act;



18. The Company has not altered any of the provisions of Memorandum & Articles of Association during the aforesaid financial year.

For Garg Vaibhav & Associates
Company Secretaries
Peer review No. 3771/2023



Vaibhav Garg
Membership No. 12141

C.P. No. :17448

UDIN: F012141E003007201



Date: 21/12/2023
Place: New Delhi

Forms and returns as filed by the Company with Registrar of Companies during the financial year ended on 31st March 2023:

S. No	Form	Purpose	SRN	Date of Filing	Whether filed within time prescribed time Yes/No
1	Form ADT-1	For Appointment of Statutory Auditor	F27337286	03/10/2022	Yes
2	Form AOC 4 XBRL	Form for filing XBRL document in respect of financial statement and other documents with the Registrar	F40216228	04/11/2022	No. filed with additional fees
3	Form MGT-7	Filing of Annual Return for the financial year 2021-22	F47934989	25/11/2022	Yes
4	Form DIR 12	For cessation of Ms. Kavita Shah & Mr. Bruce Ross Crane	F54945662	28/12/2022	Yes
5	Form DIR-12	For appointment of Mr. Sumit Bose	AA1468155	24/02/2023	Yes
6	Form MGT 14	Filing of Resolution for reappointment of Ms. Kavita Shah & Mr. Bruce Ross Crane passed in the EOGM	AA1420875	23/02/2023	Yes
7	Form MGT 14	Filing of Resolution passed in the AGM held	AA1421308	23/03/2023	No. filed with additional fees
8	Form DIR 12	For Appointment of Ms. Kavita Shah & Mr. Bruce Ross Crane	AA1490684	27/02/2023	Yes
9	Form MGT 14	Appointment of Mr Sumit Bose (DIN:03340616) as Independent Director of the company	AA1976617	20/04/2023	Yes
10	Form -DIR-12	Change in designation of Mr. Sumit Bose	AA2079386	21/04/2023	Yes



Details of Board Meetings held during the year

The Board of directors met 14 times during the year, detail of meetings is mentioned below: -

S.no	Date of Meeting
1.	23-05-2022
2	13-06-2022
3	05-07-2022
4	12-08-2022
5	30-08-2022
6	21-09-2022
7	27-09-2022
8	11-10-2022
9	15-11-2022
10	15-12-2022
11	23-01-2023
12	14-02-2023
13	20-02-2023
14	14-03-2023

Details of General Meeting held during the year: -

S.no	Type of Meeting	Date of Meeting
1	Annual general Meeting for the FY 2021-2022	28/09/2022
2	Extra Ordinary General Meeting	06/01/2023
3	Extra Ordinary General Meeting	23/03/2023

Details of Committee meetings held during the year

Audit Committee Meetings: The Audit committee has met 13 times during the year under review, details of meetings is mentioned below: -

S.no	Date of Meeting
1.	23-05-2022
2	13-06-2022
3	05-07-2022
4	12-08-2022
5	30-08-2022
6	21-09-2022
7	27-09-2022
8	11-10-2022
9	15-11-2022
10	15-12-2022
11	14-02-2023
12	20-02-2023
13	14-03-2023

Nomination and Remuneration Committee Meetings: The Nomination and Remuneration committee has met 4 times during the year under review, details of meeting are mentioned below:



S.no	Date of Meeting
1	13-06-2022
2	06-10-2022
3	29-11-2022
4	14-03-2023

Stakeholders' Relationship Committee Meetings: The Stakeholders' Relationship committee has met 4 times during the year under review, details of meeting is mentioned below:

S.no	Date of Meeting
1	13-06-2022
2	06-10-2022
3	15-11-2022
4	14-03-2023

Risk Management Committee Meetings: The Risk Management committee was constituted on 9th March 2023 and during the year under review no meeting was held.

Investment & Finance Committee Meetings: During the year under review no meeting of Investment & Finance committee was held.

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Details of changes in the Board of Directors and Key Management Personnel during the financial year:

S. No.	Name of the Directors or key managerial personnel's	DIN/PAN	Designation	Date of Change	Nature of Change
1.	Mr. Vivek Rae	01866765	Independent Director	12/07/2022	Cessation
2.	Ms. Kavita Saha	03313543	Non-Sponsor Director	29/11/2022	Cessation due to expiry of term
3.	Mr. Bruce Crane	08403603	Non-Sponsor Director	29/11/2022	Cessation due to expiry of term
4.	Ms. Kavita Saha	03313543	Non-Sponsor Director	06/01/2023	Re-appointment
5.	Mr. Bruce Crane	08403603	Non-Sponsor Director	06/01/2023	Re-appointment
6.	Mr. Sumit Bose	03340616	Additional Independent Director	11/01/2023	Appointment
7.	Mr. Sumit Bose	03340616	Independent Director	23/03/2023	Regularization of Director
8.	Mr. Balasubramanyam Sriram	02993708	Independent Director	31/03/2023	Cessation

For Garg Vaibhav & Associates
Company Secretaries
Peer review No. 3771/2023

Vaibhav Garg
Membership No. 12141
C.P. No. :17448
UDIN: F012141E003007201



Date: 21/12/2023
Place: New Delhi