

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on financial year ended on 31.03.2017**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I REGISTRATION & OTHER DETAILS:**

|     |   |  |
|-----|---|--|
| i   | CIN   | U45200MH2010PTC208056  |
| ii  | Registration Date   | 23/09/2010   |
| iii | Name of the Company   | M/S. Highway Concessions One Private Limited   |
| iv  | Category/Sub-category of the Company  | Company Limited by Shares  |
| v   | Address of the Registered office & contact details                          | 316 & 317, C wing, Third Floor, Kanakia Zillion, LBS marg, BKC Annexe, Mumbai – 400070<br>Tel: 022-61073200 Fax : 022-61073201             |
| vi  | Whether listed company  | No   |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | Sanjay jadhav<br>Link Intime India Pvt. Ltd<br>Address : C-101, 247 Park,<br>LBS Marg, Vikhroli (WEST) - 400083<br>Phone: +91 22 49186000. |

**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 & Description of main products/services                                  | NIC Code of the Product /service | % to total turnover of the company |
|---------|---|----------------------------------|------------------------------------|
| 1       | Professional Management Support services to companies engaged in Road sector. | 8211                             | 100%                               |

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

| Sl. No. | Name & Address of the Company | CIN/GLN               | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD |
|---------|-------------------------------|-----------------------|--------------------------------|------------------|
| 1       | Nirmal BOT Limited            | U45201MH2006PLC164728 | Subsidiary                     | 74.00%           |
| 2       | Ashoka Highway (Durg) Limited | U74999MH2007PLC168772 | JV                             | 49.00%           |

*A.K.*

| 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 |                          |
| <b>A. Promoters</b>   |   |                       |                       |                   |   |                     |                       |                   |                          |
| (1) Indian  |   |                       |                       |                   |   |                     |                       |                   |                          |
| a) Individual/HUF   | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| b) Central Govt. or State Govt.   | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| c) Bodies Corporates  | -   | 1,21,95,083.00        | 1,21,95,083.00        | 16.89             | -   | 77,25,933.00        | 77,25,933.00          | 16.89             | -                        |
| d) Bank/FI  | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| e) Any other  | 4,77,55,100.00                                  | -                     | 4,77,55,100.00        | 66.15             | 3,02,54,219.00                            | -                   | 3,02,54,219.00        | 66.15             | -                        |
| <b>SUB TOTAL (A) (1)</b>  | <b>4,77,55,100.00</b>                           | <b>1,21,95,083.00</b> | <b>5,99,50,183.00</b> | <b>83.04</b>      | <b>3,02,54,219.00</b>                     | <b>77,25,933.00</b> | <b>3,79,80,152.00</b> | <b>83.04</b>      | -                        |
| (2) Foreign   |   |                       |                       |                   |   |                     |                       |                   |                          |
| a) NRI- Individuals   | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| b) Other Individuals  | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| c) Bodies Corp.   | 1,22,41,552.00                                  | -                     | 1,22,41,552.00        | 16.96             | 77,55,373.00                              | -                   | 77,55,373.00          | -                 | -                        |
| d) Banks/FI   | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| e) Any other  | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| <b>SUB TOTAL (A) (2)</b>  | <b>1,22,41,552.00</b>                           | <b>-</b>              | <b>1,22,41,552.00</b> | <b>16.96</b>      | <b>77,55,373.00</b>                       | <b>-</b>            | <b>77,55,373.00</b>   | <b>-</b>          | -                        |
| <b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>                           | <b>5,99,96,652.00</b>                           | <b>1,21,95,083.00</b> | <b>7,21,91,735.00</b> | <b>100.00</b>     | <b>3,80,09,592.00</b>                     | <b>77,25,933.00</b> | <b>4,57,35,525.00</b> | <b>100.00</b>     | -                        |
| <b>B. PUBLIC SHAREHOLDING</b>   |   |                       |                       |                   |   |                     |                       |                   |                          |
| (1) Institutions  |   |                       |                       |                   |   |                     |                       |                   |                          |
| a) Mutual Funds   | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| b) Banks/FI   | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| c) Central govt.  | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| d) State Govt.  | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| e) Venture Capital Fund   | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| f) Insurance Companies  | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| g) FII  | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| h) Foreign Venture Capital Funds  | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| i) Others (specify)   | -   | -                     | -                     | -                 | -   | -                   | -                     | -                 | -                        |
| <b>SUB TOTAL (B)(1):</b>  | <b>-</b>  | <b>-</b>              | <b>-</b>              | <b>-</b>          | <b>-</b>                                  | <b>-</b>            | <b>-</b>              | <b>-</b>          | <b>-</b>                 |
| (2) Non Institutions  |   |                       |                       |                   |   |                     |                       |                   |                          |
| a) Bodies corporates  |   |                       |                       |                   |   |                     |                       |                   |                          |
| ii Indian   |   |                       |                       |                   |   |                     |                       |                   |                          |
| iii Overseas  |   |                       |                       |                   |   |                     |                       |                   |                          |
| b) Individuals  |   |                       |                       |                   |   |                     |                       |                   |                          |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakhs            |   |                       |                       |                   |   |                     |                       |                   |                          |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs |   |                       |                       |                   |   |                     |                       |                   |                          |
| c) Others (specify)   |   |                       |                       |                   |   |                     |                       |                   |                          |
| <b>SUB TOTAL (B)(2):</b>  | <b>-</b>  | <b>-</b>              | <b>-</b>              | <b>-</b>          | <b>-</b>                                  | <b>-</b>            | <b>-</b>              | <b>-</b>          | <b>-</b>                 |
| <b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>                                | <b>-</b>  | <b>-</b>              | <b>-</b>              | <b>-</b>          | <b>-</b>                                  | <b>-</b>            | <b>-</b>              | <b>-</b>          | <b>-</b>                 |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                              |   |                       |                       |                   |   |                     |                       |                   |                          |
| <b>Grand Total (A+B+C)</b>  | <b>5,99,96,652.00</b>                           | <b>1,21,95,083.00</b> | <b>7,21,91,735.00</b> | <b>100.00</b>     | <b>3,80,09,592.00</b>                     | <b>77,25,933.00</b> | <b>4,57,35,525.00</b> | <b>100.00</b>     | <b>-</b>                 |

## (ii) SHARE HOLDING OF PROMOTERS

| Sr. No. | Shareholders Name                                    | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % change in share holding during the year |
|---------|--|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
|         |  | NO of shares                              | % of total shares of the company | % of shares pledged encumbered to total shares | NO. of shares                       | % of total shares of the company | % of shares pledged encumbered to total shares |   |
| 1       | IIF through its trustee IDFC trustee Company Limited | 4,77,55,100.00                            | 66.15                            | Nil  | 3,02,54,219.00                      | 66.15                            | Nil  | 0.00                                      |
| 2       | Piramal Infrastructure Private Limited (PIPL)        | 1,21,95,083.00                            | 16.89                            | Nil  | 77,25,933.00                        | 16.89                            | Nil  | 0.00                                      |
| 3       | SNC – Lavalin Mauritius Ltd.                         | 1,22,41,552.00                            | 16.96                            | Nil  | 77,55,373.00                        | 16.96                            | Nil  | 0.00                                      |
|         | <b>Total</b>   | <b>7,21,91,735.00</b>                     | <b>100.00</b>                    | -  | <b>4,57,35,525.00</b>               | <b>100.00</b>                    | -  | <b>0.00</b>                               |

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

| Sr. No | Name of the Shareholder                              | Shareholding at the beginning of the year as on 01.04.2016 |                                  | Date       | Reason                      | Increase/ Decrease In Shareholding |                                  | Cumulative Shareholding during the Year |                                  |
|--------|--|--|----------------------------------|------------|-----------------------------|------------------------------------|----------------------------------|---|----------------------------------|
|        |  | 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      | IIF through its trustee IDFC trustee Company Limited | 4,77,55,100.00   | 66.15                            |            |                             |                                    |                                  | 4,77,55,100.00                          | 66.15                            |
|        |  |  |                                  | 12.05.2017 | Buyback of shares           | 1,17,02,154.00                     | 16.21                            | 3,60,52,946.00                          | 66.15                            |
|        |  |  |                                  | 09.02.2018 | Capital reduction of shares | 57,98,727.00                       | 10.64                            | 3,02,54,219.00                          | 66.15                            |
|        | At end of year 31.03.2018                            | 3,02,54,219.00   | 66.15                            |            |                             |                                    |                                  |   |                                  |
| 2      | Piramal Infrastructure Private Limited (PIPL)        | 1,21,95,083.00   | 16.89                            |            |                             |                                    |                                  | 1,21,95,083.00                          | 16.89                            |
|        |  |  |                                  | 12.05.2017 | Buyback of shares           | 29,88,346.00                       | 4.14                             | 92,06,737.00                            | 16.89                            |
|        |  |  |                                  | 09.02.2018 | Capital reduction of shares | 14,80,804.00                       | 2.72                             | 77,25,933.00                            | 16.89                            |
|        | At end of year 31.03.2018                            | 77,25,933.00   | 16.89                            |            |                             |                                    |                                  |   |                                  |
| 3      | SNC – Lavalin Mauritius Ltd.                         | 1,22,41,552.00   | 16.96                            |            |                             |                                    |                                  | 1,22,41,552.00                          | 16.96                            |
|        |  |  |                                  | 12.05.2017 | Buyback of shares           | 29,99,732.00                       | 4.16                             | 92,41,820.00                            | 16.96                            |
|        |  |  |                                  | 09.02.2018 | Capital reduction of shares | 14,86,447.00                       | 2.73                             | 77,55,373.00                            | 16.96                            |
|        | At end of year 31.03.2018                            | 77,55,373.00   | 16.96                            |            |                             |                                    |                                  |   |                                  |

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)

| Sr. No | For Each of the Top 10 Shareholders  | Shareholding at the end of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|--|-------------------------------------|----------------------------------|---|----------------------------------|
|        |  | No. of shares                       | % of total shares of the company | No of shares                            | % of total shares of the company |
|        | At the beginning of the year   | N/a                                 | N/a                              | N/a                                     | N/a                              |
|        | Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | N/a                                 | N/a                              | N/a                                     | N/a                              |
|        | At the end of the year (or on the date of separation, if separated during the year)  | N/a                                 | N/a                              | N/a                                     | N/a                              |

## (v) Shareholding of Directors &amp; KMP

| Sr. No | Particulars  | Shareholding at the end of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|--|-------------------------------------|----------------------------------|---|----------------------------------|
|        |  | No. of shares                       | % of total shares of the company | No of shares                            | % of total shares of the company |
|        | At the beginning of the year   | N/a                                 | N/a                              | N/a                                     | N/a                              |
|        | Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | N/a                                 | N/a                              | N/a                                     | N/a                              |
|        | At the end of the year   | N/a                                 | N/a                              | N/a                                     | N/a                              |

V INDEBTEDNESS : Nil

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

|  | Secured Loans<br>excluding deposits | Unsecured<br>Loans | Deposits | Total<br>Indebtedness |
|--|-------------------------------------|--------------------|----------|-----------------------|
| <b>Indebtness at the beginning of the financial year</b> |                                     |                    |          |                       |
| i) Principal Amount                                      | -                                   | -                  | -        | -                     |
| ii) Interest due but not paid                            | -                                   | -                  | -        | -                     |
| iii) Interest accrued but not due                        | -                                   | -                  | -        | -                     |
| <b>Total (i+ii+iii)</b>                                  | -                                   | -                  | -        | -                     |
| <b>Change in Indebtedness during the financial year</b>  |                                     |                    |          |                       |
| Additions  | -                                   | -                  | -        | -                     |
| Reduction  | -                                   | -                  | -        | -                     |
| <b>Net Change</b>  | -                                   | -                  | -        | -                     |
| <b>Indebtedness at the end of the financial year</b>     |                                     |                    |          |                       |
| i) Principal Amount                                      | -                                   | -                  | -        | -                     |
| ii) Interest due but not paid                            | -                                   | -                  | -        | -                     |
| iii) Interest accrued but not due                        | -                                   | -                  | -        | -                     |
| <b>Total (i+ii+iii)</b>                                  | -                                   | -                  | -        | -                     |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

NA

| Sl.No | Particulars of Remuneration  | Name of the MD/WTD/Manager | Total Amount |
|-------|--|----------------------------|--------------|
| 1     | <b>Gross salary</b>  |                            |              |
|       | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | -                          | -            |
|       | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961                   | -                          | -            |
|       | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961    | -                          | -            |
| 2     | Stock option   | -                          | -            |
| 3     | Sweat Equity   | -                          | -            |
| 4     | Commission   | -                          | -            |
|       | as % of profit   | -                          | -            |
|       | others (variable pay & Bonus)  | -                          | -            |
| 5     | Others, please specify   | -                          | -            |
|       | <b>Total (A)</b>   | -                          | -            |
|       | <b>Ceiling as per the Act</b>  |                            |              |

*Handwritten signature and initials*

**B. Remuneration to other directors:**

| Sl.No | Particulars of Remuneration                    | Name of the Directors | Total Amount |
|-------|--|-----------------------|--------------|
| 1     | Independent Directors                          |                       |              |
|       | (a) Fee for attending board committee meetings | -                     | -            |
|       | (b) Commission                                 | -                     | -            |
|       | (c) Others, please specify                     | -                     | -            |
|       | Director Remuneration                          |                       |              |
|       | Director Remuneration                          |                       |              |
|       | <b>Total (1)</b>                               | -                     | -            |
| 2     | Other Non Executive Directors                  |                       |              |
|       | (a) Fee for attending board committee meetings | -                     | -            |
|       | (b) Commission                                 | -                     | -            |
|       | (c) Others, please specify.                    | -                     | -            |
|       | <b>Total (2)</b>                               | -                     | -            |
|       | <b>Total (B)=(1+2)</b>                         | -                     | -            |
|       | <b>Total Managerial Remuneration</b>           |                       |              |
|       | <b>Overall Ceiling as per the Act.</b>         |                       |              |

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

| Sl. No. | Particulars of Remuneration  | Key Managerial Personnel |                      |                  | Total              |
|---------|--|--------------------------|----------------------|------------------|--------------------|
|         |  | CEO                      | CFO.                 | CS               |                    |
| 1       | Gross Salary   | Neeraj Sanghi            | Narayanan Doraiswamy | Kunjal Shah      |                    |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | 1,31,27,011              | 75,97,655            | 15,37,779        | 2,22,62,445        |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                       | -                        | -                    | -                | -                  |
|         | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961        | -                        | -                    | -                | -                  |
| 2       | Stock Option   | -                        | -                    | -                | -                  |
| 3       | Sweat Equity   | -                        | -                    | -                | -                  |
| 4       | Commission   | -                        | -                    | -                | -                  |
|         | - as % of Profit   | -                        | -                    | -                | -                  |
|         | - others. specify  | -                        | -                    | -                | -                  |
| 5       | Others, please specify Allowances  | 44,59,200.00             | 23,31,200.00         | 1,71,200.00      | 69,61,600          |
|         | <b>Total</b>   | <b>1,75,86,211.00</b>    | <b>99,28,855</b>     | <b>17,08,979</b> | <b>2,92,24,045</b> |

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**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) |
|-------------------------------------|------------------------------|-------------------|--|---------------------------|-----------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                           |                                   |
| Penalty                             | N/a                          | N/a               | N/a  | N/a                       | N/a                               |
| Punishment                          | N/a                          | N/a               | N/a  | N/a                       | N/a                               |
| Compounding                         | N/a                          | N/a               | N/a  | N/a                       | N/a                               |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                           |                                   |
| Penalty                             | N/a                          | N/a               | N/a  | N/a                       | N/a                               |
| Punishment                          | N/a                          | N/a               | N/a  | N/a                       | N/a                               |
| Compounding                         | N/a                          | N/a               | N/a  | N/a                       | N/a                               |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                           |                                   |
| Penalty                             | N/a                          | N/a               | N/a  | N/a                       | N/a                               |
| Punishment                          | N/a                          | N/a               | N/a  | N/a                       | N/a                               |
| Compounding                         | N/a                          | N/a               | N/a  | N/a                       | N/a                               |

For and on behalf of the Board  
Highway Concessions One Private Limited

  
Narayanan Gopalakrishnan  
Director  
DIN: 05166222

  
Anur Srivastava  
Director  
Din: 06750010

Place: Mumbai  
Date: 30th August, 2018