

NHAI BONDS
(Section 54 EC of IT Act, 1961)
2008-2009

Date of Issue : 26th MAY, 2008

Private & Confidential
Not for Circulation



NATIONAL HIGHWAYS AUTHORITY OF INDIA

(An autonomous body under the Ministry of Shipping, Road Transport & Highways, Government of India)

Head Office : G-5 & 6, Sector 10, Dwarka, New Delhi - 110 075

INFORMATION MEMORANDUM FOR PRIVATE PLACEMENT

OF

NON-CONVERTIBLE REDEEMABLE BONDS WITH BENEFITS UNDER SECTION 54EC OF INCOME TAX ACT, 1961 FOR LONG TERM CAPITAL GAINS

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ON TAP

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NO TDS

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Highest Credit Rating by CRISIL & FITCH Ratings
Deemed Date of Allotment shall be the last day of each month

Note : This Information Memorandum is neither a prospectus nor a statement lieu of prospectus. This is only an information brochure intended for private use and should not be construed to be a prospectus and / or an invitation to the public for subscription to bonds. NHAI reserves the right to close the issue at its discretion. NHAI can also at its sole and absolute discretion change the terms of the either through issue of information memorandum containing revised terms and conditions or by making an announcement in all editions of The Economic Times/Business Standard/The Times of India. The revised terms shall be applicable only to bonds allotted in respect of applications made after notification of the revised terms.

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DISCLAIMER

This Memorandum of Private Placement/Information Memorandum is neither a prospectus nor a statement in lieu of Prospectus. It is not and shall not be deemed to constitute an offer or an invitation to the public in general to subscribe to the Bonds issued by National Highways Authority of India (NHAI). This Bond issue is made strictly on Private Placement Basis. Apart from this Information Memorandum, no offer document or prospectus has been prepared in connection with the offering of this Bond issue or in relation to the issuer.

This Information Memorandum is not intended to form the basis of evaluation for the prospective Subscribers to whom it is addressed and who are willing and eligible to subscribe to the Bonds issued by NHAI. This Information Memorandum has been prepared to give general information regarding NHAI to parties proposing to invest in this issue of Bonds and it does not purport to contain all the information that any such party may require. NHAI believes that the information contained in this Information Memorandum is true and correct as of the date hereof. NHAI does not undertake to update this Information Memorandum to reflect subsequent events and thus prospective subscribers must confirm about the accuracy and relevancy of any information contained herein with NHAI. However, NHAI reserves its right for providing the information at its absolute discretion. NHAI accepts no responsibility for statements made in any advertisement or any other material and that anyone placing reliance on any other source of information would be doing so at his own risk and responsibility.

Prospective subscriber must make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in Bonds. It is the responsibility of the prospective subscriber to have obtained all consents, approvals or authorizations required by them to make an offer to subscribe for, and purchase the Bonds. It is the responsibility of the prospective subscriber to verify if they have necessary power and competence to apply for the Bonds under the relevant laws and regulations in force. Prospective subscribers should conduct their own investigation, due diligence and analysis before applying for the Bonds. Nothing in this Information Memorandum be construed as advice or recommendation by the issuer or by the Arranger (s) to subscriber to the Bonds. The Prospective subscribers also acknowledge that the Arranger (s) does not owe the subscribers any duty of care in respect of this Private Placement Offer to subscribe for the Bonds. Prospective subscribers should also consult their own advisors on the implications of application, allotment, sale, holding, ownership and redemption of these Bonds and matters incidental thereto.

This Information Memorandum is not intended for distribution. It is meant for the consideration of the person to whom it is addressed and should not be reproduced by the recipient. The securities mentioned herein are being issued on a Private Placement basis and this offer does not constitute a public offer/invitation.

NHAI reserves the right to withdraw the Private Placement prior to the closing date in the event of any unforeseen development adversely affecting the economic environment or any other Force Majeure condition including any change in applicable law. In such an event, the Issuer will refund the application money, if any, along with interest payable on such application money, if any.

This Information Memorandum is issued by NHAI and is signed by its authorized signatory.

Date: 01.05.2008

Saurabh
Dy. General Manager (Fin.)

DEFINITIONS

The Authority /NHAI/ Issuer	National Highways Authority of India (NHAI/Issuer), Statutory Body established under the National Highways Authority of India Act, 1988 having its head office at G-5 & 6, Sector-10, Dwarka, New Delhi-110075
Private Placement Offer	Private Placement of Non-Convertible Redeemable Taxable Bonds (with benefits under section 54EC of Income Tax Act 1961 for Long Term Capital Gains)
Bond(s)	Non-convertible redeemable taxable Bond (s) in the nature of debentures with benefits under Section 54EC of the Income Tax Act, 1961 for Long Term Capital Gains, also referred to as NHAI Bond(s)
The Act	The National Highways Authority of India Act, 1988 ("NHAI Act")
Registered Bondholder	Bondholder whose name appears in the Register of Bondholders maintained by the Authority / Registrar (in case of subscribers opting for physical option) and beneficial owners (in case of subscribers opting for Demat option)
Registrars	M/s Mas Services Ltd. has been appointed by NHAI to monitor the applications while the Private Placement is open and coordinate the post Private Placement activities of allotment, dispatching interest warrants, handling investor's grievances and redemption of Bonds etc. The contact particulars of the Registrar is as under: M/s Mas Services Ltd. AB-4, Safdurjung Enclave, New Delhi-110029 Phone: 011-26104142, 26104292, 26104326 Fax. 011-26181081 Email: info@masserv.com

PART I**PRIVATE PLACEMENT STRUCTURE****PRESENT PRIVATE PLACEMENT**

National Highways Authority of India proposes to raise monies through the Private Placement offer of 54 EC Capital Gains Bonds (hereinafter referred to as 'the Bonds') of the face value of Rs. 10,000/- each by way of Private Placement.

The minimum application shall be for five Bonds of Rs. 10,000/- each and maximum application shall not exceed 500 Bonds. However, the aggregate investment made / being made by applicants in the 54 EC Bonds Issue under Section 54 EC of the Income Tax Act, 1961 during the Financial Year 2008-2009 should not exceed Rs. 50 lakhs.

OBJECTS OF THE PRIVATE PLACEMENT

The proceeds of the Private Placement will be used towards part financing of the various projects being implemented by the Authority under the National Highway Development Project (NHDP) as approved by the Government of India.

HIGHLIGHTS OF THE INSTRUMENT

Credit rating	"AAA/Stable" by CRISIL and "AAA/ind" by Fitch Ratings
Face Value	Rs. 10000/- per Bond
Issue price	Rs. 10000/- per Bond
Minimum application size	Five Bonds of Rs. 10,000/- each and in multiple of one Bond thereafter.
Maximum application size	Five Hundred Bonds of Rs. 10,000/- each (Rs. 50,00,000) subject to fulfillment of other conditions as specified in Income Tax Act.
Mode of Subscription	100% on application
Deemed Date of Allotment	Last day of each month for application money cleared and credited in NHAI's collection account
Transferability	The Bonds are non-transferable, non-negotiable and cannot be offered as a security for any loan or advance
Maturity	At par. 3 years from Deemed date of allotment
Interest payment	Annual
Coupon rate	5.75% Payable annually
Redemption	Bullet, at the time of maturity i.e. 3 years
Trustee	Syndicate Bank, 6, Bhagwan Dass Road, New Delhi-110001

The subscriber is advised to consult NHAI / Arrangers to the Private Placement before banking the application with collecting branches with regard to the then prevailing terms of the Private Placement including coupon rate. Terms of Private Placement and coupon rate are subject to change as per absolute discretion of NHAI.

NHAI reserves the right to revise the terms of the Bond including the coupon rate in its absolute discretion either through issue of Information Memorandum containing revised terms and conditions or making an announcement in all editions of The Economic Times/The Times of India. The revised terms shall be applicable only to Bonds allotted in respect of applications made after notification of the revised terms. All application with subscription money submitted to NHAI but not accepted by NHAI would be returned to the applicant, without any interest.

PRIVATE PLACEMENT PROGRAMME

The Private Placement is open on-tap basis and closes on 31st March, 2009 at the close of the banking hours without any further notice or at an early date as may be decided by NHAI at its absolute discretion, but not later than March 31, 2009 or on an early date when the ceiling limit allowed by Central Board of Direct Taxes (CBDT)/NHAI Board to raise the funds is achieved. NHAI reserves the right to refund the amount collected in excess of the ceiling limit without assigning any reasons thereof.

CREDIT RATING

CRISIL has assigned a rating of “AAA”/Stable (pronounced “Triple A”) and M/s Fitch Ratings has assigned “AAA/ind (pronounced “Triple A”) to the long term borrowing programme of NHAI under which these Bonds are issued. These ratings indicate highest safety with regard to timely payment of interest and principal.

Subscribers are requested to note that a credit rating is not a recommendation to buy, sell, hold securities and subscribers should take their own decisions. The ratings obtained are subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any rating.

ALLOTMENT OF BONDS

NHAI will make allotment of Bonds once a month, i.e. on the last day of each month to applicants whose applications have been received and monies realized and credited in NHAI's New Delhi account till that date. The last day of each month shall be taken as the Deemed Date of Allotment for that set of Bonds. All benefits available to the subscribers shall be from the Deemed Date of Allotment. The deemed date of allotment does not mean that Bonds have been issued or will be issued. The issue of the Bonds would be subject to the satisfaction of NHAI upon scrutiny of applications. The deemed date only signify that if the Bonds are actually allotted then benefits will be effected from this deemed date. The allotment will be made on first come first serve basis.

LETTER OF ALLOTMENT AND BOND (S) CERTIFICATE

NHAI will make allotment to the Subscribers in due course after due verification of the Applications, the accompanying documents and on realization of the application money.

Subject to the completion of all legal formalities, the NHAI will issue the Bond Certificates (in case of Physical option) or Bonds shall be credited to the depository account if marked by the Applicant (in case of Demat option) within 3 months from the Deemed Date of Allotment of such extended period as may be decided by NHAI.

LISTING

The Bonds are issued for a period of 3 years and shall be non-transferable. The instrument hence will not be listed.

WHO CAN APPLY

- Resident Individuals / HUF
- Partnership firms
- Companies and Body Corporates
- Banks, Financial Institutions
- Regional Rural Banks
- Co-operative Banks
- Insurance Companies
- Provident Funds, Superannuation Funds and Gratuity Funds
- Mutual Funds
- Foreign Institutional Investors (Subject to existing regulations)
- Trusts which are authorized to invest in the Bonds
- NRIs investing out of NRO A/c on non-repatriable basis
- Other eligible categories

DOCUMENTS TO BE PROVIDED BY ALL INVESTORS

- Self attested copy of PAN Card (in case of joint application, self attested copy of PAN Card/Certificate of all the applicants)
- Photo Copy of CANCELLED Cheque for ESC facility (in case the subscriber has opted for the said facility and allotment of Bonds has been opted in Physical mode)

DOCUMENTS TO BE PROVIDED BY INVESTORS OTHER THAN INDIVIDUALS

1. Partnership Firms: A certified true copy of (a) Partnership Deed: (b) Documentary evidence of authorization to invest in the Bonds and to receive the money on redemption, if the same is not provided in the Partnership deed and (c) Specimen signatures of authorized signatories
2. Companies and Bodies Corporate, Financial Institutions, Foreign Institutional Investors: A certified true copy of a) Resolution authorizing investment and containing operating instructions and b) Specimen signatures of authorized signatories
3. Banks: A certified true copy of a) Power of Attorney and b) Specimen signatures of authorized signatories
4. Provident Funds, Superannuation Funds and Gratuity Funds: a) Resolution passed by the competent authority authorizing the investment and b) Specimen signatures of the authorized signatories
5. Mutual Funds: A certified true copy of a) SEBI registration certificate; b) Resolution passed by the competent authority authorizing the investment and containing operating instructions and c) Specimen signatures of the authorized signatories

HOW TO APPLY

Subscriber is required to send the Application Form duly filled alongwith necessary enclosures to the Collecting Bankers as indicated in the Information Memorandum.

The subscribers must complete the application for the Bonds in the prescribed form, and in block letters in English. The completed Application Form must be accompanied by either a Demand Draft or Cheque of the amount as decided by the subscribers and made payable in favour of "National Highways Authority of India" and crossed Account Payee only. Cheques/ Demand Drafts may be drawn on any bank including a co-operative bank, which is situated at and is a member or sub-member of the banker's clearing-housing located at any collection centre as mentioned in the Information Memorandum. Subscribers in places that do not have any branch of collecting bank, including a co-operative bank, which is a member or sub-member of the Banker's Clearing House located at the above mentioned centers bank, will be required to make payments only through demand drafts payable at any one of the above mentioned centers.

Demand Draft charges in respect of such Subscriber applications will be borne by the Subscriber. Cash, outstation cheques, money orders, postal orders and stock invest will not be accepted. NHAI assumes no responsibility for any applications / cheques / demand drafts lost in mail. For detailed instructions, please see the enclosed Application form and instructions.

REGISTRARS

M/s Mas Services Ltd., AB-4, Safdurjung Enclave, New Delhi-29 or such other persons at such addresses as may be notified by the Authority from time to time shall be the Registrar(s) of the instrument. The Registrar(s) will monitor the applications while the Private Placement is open and will coordinate the post Private Placement activities of allotment, dispatching interest warrants etc. Any query/complaint regarding application / allotment should be forwarded to M/s Mas Services Ltd. The Authority would put in place a tripartite agreement between NHAI, M/s Mas Services Ltd. and National Securities Depository Ltd./CDSL for keeping records of Bonds in electronic mode.

PART II

CONFIDENTIAL MEMORANDUM OF PRIVATE PLACEMENT

This is a confidential Memorandum of Private Placement (“the Memorandum”) setting out the terms and conditions pertaining to issue of the Bonds of the face value of Rs.10,000/- each to be issued by NHAI (with benefits under section 54 EC of Income Tax Act 1961 for Long Term Capital Gains).

Your participation and subscription is subject to the submission of the application form, realization of subscription money and further allotment of the Bonds is subject to the acceptance of the application form by NHAI and applicable laws, rules and regulations.

AUTHORITY FOR THE PRIVATE PLACEMENT

The present Private Placement of Non-convertible Redeemable Taxable Bonds is being made in accordance with the statutory provisions authorizing NHAI to borrow as contained in NHAI Act and the approval of the Central Government for borrowings and pursuant to the resolution of NHAI.

NUMBER OF BONDS

The application must be made for a minimum of five Bonds, and in multiple of one Bond thereafter. The application can be made for maximum 500 Bonds.

TERMS AND MODE OF PAYMENT

The full face value of Rs. 10,000/- per Bond is payable along with the Application. The application money is required to be paid by way of “account payee” demand draft/cheques drawn in favour of “National Highways Authority of India.”

FORM AND DENOMINATION

NHAI will issue one consolidated Letter of Allotment/Bond Certificate for the Bonds allotted to the subscribers. However, in case, the option to apply in Demat mode may also be specified in the application form, a Letter of Allotment will be issued to the subscriber and the Bonds will be credited in the account of the subscriber.

In respect of consolidated Bond Certificates, the Authority will at the request of Bondholder, split such Bond Certificates into smaller denominations subject to a minimum of one Bond. The request for splitting should be accompanied by surrender of the original Bond Certificates, which would be treated as cancelled by the Authority.

INTEREST ON APPLICATION MONEY

NHAI shall pay interest (rounded off to the nearest rupee) on application money at the prevailing Coupon Rate as applicable for the Bonds on an annualized basis from the date of realization of cheque/demand draft in the designated account of NHAI in New Delhi till one day before Deemed Date of Allotment. The same shall be sent to the subscribers with the first annual interest payment falling due after the Deemed Date of Allotment.

REFUND

In case of rejection of the Application on account of technical grounds, refund without interest will be made.

PAYMENT PROCEDURE

PAYMENT OF INTEREST

The interest on the Bonds will be payable for the period from the Deemed Date of Allotment till the last day of the Financial Year i.e. 31st March on the first bank working day of the next financial year.

The interest payment on the Bonds shall be made to the registered Bondholders recorded in the books of NHAI on the record date i.e., 30 days prior to the respective interest payment date. The interest payment for the first and last year or part thereof ending with the date of redemption shall be proportionate (on a 365 day a year basis) and all interest on the Bonds will cease on the date of redemption. A year for this purpose would always be considered on a 365 days basis.

MODE OF INTEREST PAYMENT

Interest payment will be made by cheques payable at par at such places as NHA may deem fit. Efforts will be made to cover all cities where collection centres are appointed. Cheque (s) clearing charges, if any, will have to be borne by the Bondholders. In case, the cheques(s) payable at par facility is not available, NHA reserves the right to adopt any other suitable mode of payment.

PAYMENT OF PRINCIPAL

On Maturity, the Bonds shall be fully redeemed at par. However, if the due date of redemption is a holiday / Sunday the Bonds will be redeemed on the next business day.

PAYMENT ON REDEMPTION

For Bond(s) held in Physical Form: Payment on Redemption on Maturity of Bonds will be made by cheque(s), drafts(s) only on the surrender of Bond Certificates(s), duly discharged by the Bondholder (signed on the reverse of the Bond Certificates (s) across a revenue stamp of appropriate value or such other method as may constitute a valid discharge for NHA). The Bonds would stand extinguished from the redemption date. In case of Bondholder being a minor, who attains the age of majority during the period of Bond the valid discharge shall be given him/her.

The Bonds would stand extinguished from the redemption date.

The payment will be made in the name of Bondholder registered as Bondholders as on the record date fixed by the authority for this purpose i.e. 30 days prior to the respective redemption dates.

For Bond(s) held in Electronic Form: On the redemption date, redemption proceeds would be paid by Cheque/pay orders etc., to those Bondholders whose names appear on the list of beneficial owners given by the Depository to the Authority. These names would be as per the depository's record on the record date / book closure date fixed for the purpose of redemption. These Bonds will be simultaneously extinguished. It may be noted that in the entire process mentioned above, no action is required on the part of the Bondholders.

TAXATION

TAX DEDUCTION AT SOURCE

The Ministry of Finance, Department of Revenue, Government of India, has, by notification in the official Gazette on 5th March 2004 (notification No. 67/2004/F.No. 275/5/2004-IT (B) announced exemption from TDS provisions as follows.

"In exercise of the power conferred by clause (ii) (b) of the proviso to Section 193 of the Income Tax Act, 1961 (43 of 1961), the Central Government hereby specifies the "NHA Non-convertible Redeemable Bonds with benefits under Section 54 EC of the Income Tax Act, 1961" issued by National Highways Authority of India, New Delhi for the purpose of the said clause.

Provided that the benefit under the said clause shall be admissible in the case of transfer of such Bonds by endorsement or delivery, only if the transferee informs National Highways Authority of India, New Delhi by registered post within a period of 60 days of such transfer".

TAX BENEFITS UNDER SECTION 54 EC OF THE INCOME TAX ACT 1961

Section 54 EC relating to exemption on long term capital gains if invested in Bonds was inserted by the Finance Act 2000 effective from the assessment year 2001-2002 and subsequent years from 1st April, 2001. The section as effective for the assessment year 2008-09 (including A/Y 2009-2010) and subsequent years from 1st April, 2007 reads as follows:

CAPITAL GAIN NOT TO BE CHARGED ON INVESTMENT IN CERTAIN BONDS

- 1) Where the capital gain arises from the transfer of a long term capital asset, (the capital asset so transferred being hereafter in this section referred to as the original asset) and the assessee has, at any time within a period of six months after the date of such transfer, invested the whole or any part of capital gains in the long term specified asset, the capital gain shall be dealt with in accordance with the following provisions of this section, that is to say.

- a) if the cost of the long-term specified asset is not less than the capital gain arising from the transfer of the original asset, the whole of such capital gain shall not be charged under section 45;
- b) if the cost of the long-term specified asset is less than the capital gain arising from the transfer of the original asset, so much of the capital gain as bears to the whole of the capital gain the same proportion as the cost of acquisition of the long-term specified asset bears to the whole of the capital gain, shall not be charged under section 45.

(Provided that the investment made on or after 1st day of April, 2007 in the long term specified asset by an assessee during any financial year does not exceed Rs. 50 lakhs (Rupees Fifty lakhs only).

- 2) Where the long-term specified asset is transferred or converted (otherwise than by transfer) into money at any time within a period of three years from the date of its acquisition, the amount of capital gains arising from the transfer of the original asset not charged under section 45 on the basis of the cost of such long-terms specified asset as provided in clause (a) or, as the case may be, clause (b) of sub-section (1) shall be deemed to be the income chargeable under the head "Capital gains" relating to long-term capital asset of the previous year in which the long-term specified asset is transferred or converted (otherwise than by transfer) into money.

EXPLANATION – In a case where the original asset is transferred and the assessee invests the whole or any part of the capital gain received or accrued as a result of transfer of the original asset in any long-term specified asset and such assessee takes any loan or advance on the security of such specified asset, he shall be deemed to have converted (otherwise than by transfer) such specified asset into money on the date on which such loan or advance is taken.

- 3) Where the cost of the long-term specified asset has been taken into account for the purposes of clause (a) or clause (b) of sub-section (1),
 - a) A deduction from the amount of income-tax with reference to such cost shall not allowed under section 88 for any assessment year ending before the 1st day of April, 2007; and
 - b) a deduction from the income with reference to such cost shall not be allowed u/s 80 C for any assessment year beginning on or after the 1st day of April, 2007.

EXPLANATION – FOR THE PURPOSE OF THIS SECTION

- (a) "Cost", in relation to any long-term specified asset, means the amount invested in such specified asset out of capital gains received or accruing as a result of the transfer of the original asset;
- (b) Long-term specified asset for making any investment under this section during the period commencing from the 1st day of April, 2008 and ending with the 31st day of March, 2009 means any Bond redeemable after three years and issued on or after 1st day of April, 2008 but on or before the 31st day of March, 2009.
 - i) by the NHAI constituted under section 3 of the NHAI Act or
 - ii) by the Rural electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 (1 of 1956), and notified by the Central Government in the Official Gazette for the purpose of this section with such conditions (including the condition for providing a limit on the amount of investment by an assessee in such Bond) as it thinks fit.

Provided that where any Bond has been notified before the 1st day of April, 2007, subject to the Conditions specified in the Notification by the Central Government in the Official Gazette under the provisions of Clause (b) as they stood immediately before their amendment by the Finance Act, 2007, such Bond shall be deemed to be a Bond notified under this clause.

ba) Long term specified asset for making any investment under this section on or after the 1st day of April, 2008 means any Bond, redeemable after three years and issued on or after the 1st day of April, 2008 by NHAI constituted under section 3 of NHAI Act, 1988 or by Rural Electrification Corporation Ltd., a company formed and registered under the Companies Act, 1956 (1 of 1956)

It is recommended that the Bondholders/subscribers should also consult their own tax advisors on the tax implications of the acquisition, ownership and sale of the Bonds, and income arising thereon.

Please Note:

Where the application in the Bonds is made by the subscribers in joint names, such joint holder (s) shall ensure

that no separate application has been made by such joint holder as an applicant singly or jointly with some other applicants if such separate application is made, the investments made in the 54 EC Bond Issue of NHAI & Rural Electrification Corporation Ltd. during Financial Year 2008-09 shall not in aggregate exceed Rs. 50 lacs.

NHAI shall not be responsible for any consequences including denial of any benefit u/s 54 EC of the Income Tax Act, 1961 that may arise on account of multiple applications being made by the applicant either singly or along with other joint holders such that the investments in the 54 EC Bonds during the F/Y 2008-08 exceed Rs. 50 lacs.

BONDS IN DEMATERIALIZED FORM

All the provisions relating to issue, allotment, transfer, transmission, etc. in respect of Dematerialization and re-materialization of the Bonds as may be prescribed under the Depositories Act, 1996 and the Rules there-under or by the National Securities Depository Limited to such similar agency, would be applicable to these Bonds. Applicants who had not initially opted for Demat option, may forward the Letter of Allotment / Bonds (s) Certificate along with Demat request through their depository participant to the Registrar for Dematerialization of instrument. In case any subscriber wishes to hold the Bonds in physical form, the subscriber is required to choose (tick) at the appropriate place in the application Form.

LETTER OF ALLOTMENT AND BOND / DEBENTURE CERTIFICATE

NHAI will make allotment to the investors in due course after verification of the Application Form by the Registrars, the accompanying documents and on realization of the application money.

Subject to the completion of all legal requirements, NHAI will issue the Bond Certificates (in case of Physical option) within 3 months from the deemed date of allotment or such extended period as may be decided by NHAI. For investors opting for Dematerialized mode, the Bonds shall be credited to the depository account indicated by the investor, after completion of all formalities regarding issuance of debentures.

ISSUE OF DUPLICATE BOND CERTIFICATES

If any Bond Certificate(s) is / are mutilated or defaced (in case of Physical form), the same may be replaced by the authority against the surrender of such Certificate (s). Provided, the certificate number and distinctive numbers are legible.

If any Bond certificate (s) is / are mutilated or defaced and the certificate number and the distinctive numbers are not legible or in case, a certificate (s) is / are destroyed, stolen or lost, then upon production of proof thereof to the satisfaction of NHAI and upon furnishing such indemnity / security and / or documents as NHAI may deem adequate, duplicate Bond certificate(s) shall be issued. In the event that multiple claims are registered for such Bonds, then the decision of NHAI shall be final subject to applicable laws.

SECURITY

The Bonds will be secured by a legal mortgage over NHAI's immovable property of a book value of approximately Rs. Ten lacs, located in Gujarat, or such other immovable property that may be agreed between the Authority and the Trustees for the Bondholders ranking pari-passu with the mortgages created and / or to be created on the said property for securing the Bonds or any other instruments.

The Bonds will at all times rank pari-passu with other creditors (present and future) secured against the said property including Bonds already issued and secured and the Bonds to be issued and secured by the Authority from time to time against the said property.

AGENTS AND TRUSTEES

Syndicate Bank ("Trustees") has agreed to act as the Agent and Trustee for and on behalf of the Bondholders. The Bondholders shall, by signing the application form and without any further act or deed, be deemed to have irrevocably given their consent to the authorized agent and Trustees or any of their agents or authorized officials to do inter-alia all acts, deeds and things necessary in respect of relating to the security to be created for securing the Instrument being offered in the Terms and Conditions of the Private Placement. All the rights and remedies of the Bondholders shall vest in and shall be exercised by the said Trustee without having it referred to the Bondholders.

RIGHT TO ACCEPT OR REJECT ANY APPLICATION

NHAI can at its absolute discretion accept or reject any application, in full or in part, without assigning any reasons thereof. Application forms that are not complete in all respect are liable to be rejected. The full subscription amount of the Bonds applied for has to be paid along with the Application Form.

In case the application for allotment of Bonds is rejected by the Authority, application money shall be returned to the subscriber.

WITHDRAWAL OF APPLICATIONS

Withdrawal of applications will not be permitted once the amount has been credited to the account of NHAI.

LIMITATION OF LIABILITY

Liability of NHAI shall be limited to only the principal and interest, in terms of this Information Memorandum, on the Bond. NHAI shall not be liable for any cost, loss, damage, injury or claim due to the terms of this Bond or any matters incidental thereto including change or amendment in any Law or Regulation, proceedings in court or due to rejection of the Application.

FURTHER BORROWINGS

NHAI shall be entitled, from time to time, to make further issues of Debentures / Bonds or such other instrument to the Public or to any other person(s) and / or raise further loans / advances and / or avail of further and or guarantee (s) facilities from the Indian or International Financial Institutions, Bank and or any other person(s) on the security of or any part thereof and / or such other assets and properties and having such ranking as may be decided by NHAI from time to time.

TRANSFER OF BONDS

During the entire three years from the deemed date of allotment, the Bonds are non-transferable, non-negotiable and cannot be offered as a security for any loan or advance.

SUCCESSION

Where the Bonds have been issued to an HUF, Karta of the HUF will be the Bondholder.

The (sole) Bondholder (being individual) or first Bondholder, along with other Bondholders (being individual (s)) may nominate any one person who, in the event of death of the (sole) Bondholder or all the Joint Bondholders, as the case may be, shall become entitled to the Bond(s).

Where a nomination has not been made or the nominee predeceases the Bondholder, the provisions of this paragraph will apply:

In the event of demise of the sole Bondholder, or the last survivor in case of Joint Bondholders, NHAI will recognize the executor or administrator of the deceased Bondholder, or the holder of succession certificate, as, the Bondholder, for purpose of giving a valid discharge. The Authority shall not be bound to recognize such executor, administrator, unless such executor or administrator obtains probate or letter of administration, being conclusive proof of succession, from an appropriate court in India. The Chairman of NHAI may, in its absolute discretion, where think fit, dispense with production of probate or letter of administration or succession certificate or other legal documents. In cases where the value of the Bond do not exceed Rs. 1,00,000 (Rupees one lakhs only) upon submission of indemnity Bond, no objection certificate from legal Heirs and such other documents as may be considered appropriate by NHAI.

RIGHTS OF THE BONDHOLDERS

The Bonds shall not, confer upon the Bondholders thereof any rights or privileges including the right to receive notices or annual reports of, or to attend and / or vote, at the Meeting of NHAI. If any proposal affecting the rights attached to the Bonds is to be placed before NHAI, the said proposal will first be placed before the registered Bondholders or Trustees for their consideration.

The Bonds are subject to the provisions of the NHAI Act, the terms of this Information Memorandum and Application Form. Over and above such terms and conditions, the Bonds shall also be subject to other terms and conditions

as may be incorporated in the Agreement / Bond Trust Deed / Letters of Allotment / Bond Certificates, guidelines, notifications and regulations relating to the issue of Bonds and listing of securities issued from time to time by the Government of India and or other authorities and other documents that may be executed in respect of the Bonds.

The Bonds comprising the present Private Placement shall rank pari passu inter se without any preference to or priority of one over the other or others over them and shall also be subject to the other terms and conditions to be incorporated in the Agreement / Trust Deed (s) to be entered into by NHAI with the Trustees and the Letters of Allotment / Bond Certificates that will be issued.

MODIFICATION OF RIGHTS

The rights, privileges and conditions attached to the Bonds may be varied, modified and or abrogated with the consent in writing of the Bondholders of at least three-fourths of the outstanding amount of the Bonds or with the sanction of the Trustees, provided that nothing in such consent or sanction shall be operative against NHAI, where such consent or sanction modifies or varies the terms and conditions governing the Bonds, if the same are not acceptable to NHAI.

REGISTER OF BONDHOLDERS

A Register of Bondholders will be maintained by NHAI and sums becoming due and payable in respect of the Bonds will be paid to the Registered Holder thereof whose name is for the time being stand in the Register of Bondholders.

However, in case of Bonds held in Demat form, a register/account of beneficiaries will be maintained by the Depository and sums becoming due and payable in respect of the Bonds will be paid to the registered beneficiary thereof whose name for the time being stands in the Register/Account of beneficiaries in records of the Depository.

NOTICE

A communication to the Applicant (s) / Bondholder (s) required to be given by NHAI shall be deemed to be have given if sent by an ordinary post to the sole / first allottee or sole / first registered holder of the Bonds, as the case may be.

All notice to be given by the Bondholder(s) shall be sent by registered post or by hand delivery to NHAI or to such persons at such address as may be notified by the Authority from time to time.

GOVERNING LAW AND JURISDICTION OF COURTS

The Bonds are governed by and shall be construed in accordance with the applicable Indian laws. Any dispute between the Authority and the Bondholder will be subject to the exclusive jurisdiction of Courts at Delhi.

PART III

PROFILE OF NATIONAL HIGHWAYS AUTHORITY OF INDIA

INTRODUCTION

National Highways Authority of India (Authority) is an autonomous organization of Government of India under the Ministry of Shipping, Road Transport & Highways and was constituted on 15th June, 1989 under Section 3 (1) of the National Highways Authority of India Act, 1988 (NHAI Act) mainly to survey, develop, maintain and manage the National Highways, to construct offices or workshops, to establish and maintain hotels, restaurants and rest rooms at or near the highways vested in or entrusted to it, to regulate and control the plying of vehicles, to develop and provide consultancy and construction services and to collect fees for services or benefits rendered in accordance with Section 16 of the NHAI Act. As per NHAI Act, 1988, certain stretches of National Highways have been entrusted to NHAI by the Government for development, maintenance and management.

The operations of NHAI commenced in 1995. It has been getting funds from the Government of India through Budgetary route. The Government of India has passed the Central Road fund Act, 2000, creating a dedicated fund for road development in India into which the Petrol/ Diesel cess is being credited. NHAI is entitled to receive a allocation out of this fund for Highway development. NHAI is authorized to leverage cess to bridge short-term resources gap and NHAI is contemplating raising of funds by way of various means including this Bond issue.

Apart from this, borrowings from multilateral lending institutions like World Bank, ADB and JBIC are also applied for Highway construction related expenditure by NHAI

PROJECTS BEING UNDERTAKEN BY NHAI

After the announcement of NHDP in the year 1999 and with the approval of NHDP Phase-I in 2000, the scope of NHDP has been enlarged substantially. Presently, the Government has approved the following programme under NHDP:-

- NHDP Phase-I: Four laning of 7498 Km. at an approved cost of Rs. 30,300 crore in December, 2000.
- NHDP Phase-II: Four laning of 6644 Km. at an approved cost of Rs. 34,339 crore in December, 2003.
- NHDP Phase-III: Four/Six laning of 12109 Km. at an estimated cost of Rs.80,626 crore in Year, 2007.
- NHDP Phase-V: Six lanning of 6520 Km. with an investment of Rs. 41,210 crore.
- NHDP Phase-VI: Expressways of 1000 Km. at an estimated cost of Rs. 16, 680 crore in November, 2007.
- NHDP Phase-VII: Ring Roads, Bypasses, Grade Separators, Flyover etc. in several important cities (on BOT basis where feasible) Tentative estimated cost: Rs.16,680 crores and scheduled completion Dec., 2014.

* Include 780 Km. having an estimated cost of Rs. 6782 crore in the State of Bihar which will be implemented as a part of NHDP-IIIA.

Apart from above, the following programmes are also under consideration for implementation.

NHDP Phase-IV: 2 laning with paved shoulders of 20,000 km of National Highways on BOT/Annuity basis. Tentative estimated cost: Rs.27,800 crore and the scheduled completion period is Dec., 2015.

AUDIT

The account of NHAI are audited by the Comptroller & Auditor General of India under Section 19 (2) of the Comptroller & Audit General's (Duties, powers and Condition of Service) Act, 1971 read with Section 23 of the National Highways Authority of India Act, 1988.

MISSION

The mission of NHAI is to meet the Nation's need for the provision and maintenance of National Highway network to world standards within the strategic policy framework set by the Government of India.

SHARE HOLDING PATTTERN

NHAI is a wholly owned autonomous body of Government of India (Ministry of Shipping Road Transport & Highways).

MANAGEMENT

The management of NHAI is vested with the Members, comprising of Chairman and Members, Wholetime and Part-time. The composition of the members of the Authority as on 1st May, 2008 is given below:

Chairman -	Shri N. Gokulram
Members- (Full-time)	Shri K.S. Money, Member (Administration) Dr. A. Didar Singh, Member (Finance) Shri Nirmal Jit Singh, Member (Technical) Shri A.V. Sinha, Member (Technical) Member (Technical)
Member – (Part Time)	Dr. Subas Pani, Secretary, Planning Commission Ms. Sushama Nath, Secretary, Dept. of Expenditure, Ministry of Finance, Shri Brahm Dutt, Secretary, Ministry of Road Transport & Highways Shri G. Sharan, DG (RD) & SS, MoSRT&H, Government of India

PAST FINANCIAL PERFORMANCE OF THE AUTHORITY

(Rs. In crore)

Year Ended 31 st March	2004	2005	2006	2007
Income	89.12	84.86	92.77	127.10
Expenditure	45.38	57.14	78.97	73.01
Profit for the year	43.74	27.72	13.80	54.09
Net Profit (including prior period adjustments)	40.45	26.91	62.01	69.02
Add: Surplus b/f from previous year	62.55	103.00	129.91	191.92
Surplus carried to Balance Sheet	103.00	129.91	191.92	260.95
Capital	11391.43	13493.58	15633.74	22611.86
Reserve & Surplus	103.00	129.91	254.98	144.06
Grants	4639.27	5857.77	8204.36	9798.59
Borrowings	7536.52	7160.96	3973.03	4923.25
Net Block	39.42	53.64	57.86	38.91
Current Assets, Loans & Advance	8754.76	5912.15	4717.73	8840.11
Capital Work in Progress	16 078.59	21426.42	24637.34	32772.81
Fixed Assets	16109.27	21455.58	24669.89	32803.78
Net Current Assets	6970.49	4472.17	2568.76	5135.72

BORROWING POWER OF THE AUTHORITY

As per section 21 of the NHAI Act:

NHAI may, with consent of the Central Government or in accordance with the terms of any general or special authority given to it by the Central Government, borrow money from any source by the issue of Bonds, debentures or such other instruments as it may deem fit for discharging all or any of this functions under this Act.



CONFIDENTIAL

AKA/RN/CIAM/0068/CI11736

May 13, 2008

Mr. Samudh
Dy. General Manager (Finance)
National Highways Authority of India
G-3 & 6, Sector - 10
Dwarka
New Delhi - 110 075

Dear Mr. Samudh,

***Re: CRISIL Rating for the Rs. 8000 crore Long Term Borrowing Programme of
National Highways Authority of India***

All ratings assigned by CRISIL are kept under continuous surveillance and review.

CRISIL has, after due consideration, reaffirmed the "AAA/Stable" (pronounced "Triple A with stable outlook") rating for the captioned Debt Programme. This rating indicates highest degree of safety with regard to timely payment of interest and principal on the instrument. The above rating of Rs 8000 crore includes Rs 1500 crore of 54 EC bonds issued under this programme during FY 2006-07, vide our letter Ref. No. MKG/NHAI/SN/706 dated March 27, 2006 and Rs 300 crore of 54 EC bonds issued under this programme during FY 2007-08, vide our letter Ref. No. PAK/NHAI/SN/514 dated July 30, 2007.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to suspend, withdraw or revise the rating / outlook assigned to the captioned programme at any time, on the basis of new information, or unavailability of information or other circumstances which CRISIL believes may have an impact on the rating.

We request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

Should we require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Joti Joseph

Head - Corporate and Infrastructure Sector Ratings

Apurva Karulk

Sr. Manager - Corporate and Infrastructure Sector Ratings

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the instrument concerned, and does not constitute an endorsement of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor.

CRISIL has a practice of reviewing all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and explicitly states that it has no financial liability whatsoever to the subscribers / users / transferees / distributees of its ratings. For the latest rating information on any instrument of any company rated by CRISIL, please contact CRISIL RATING DESK at 11009 ratings@crisil.com or at +91 22 6689 3031 - 36.

CRISIL Limited

Registered Office: CRISIL Tower, 121-122, Andhava Road, Andheri (East), Mumbai - 400 059, India. Phone: +91 (22) 6631 3001-03 Fax: +91 (22) 6681 3201

Fitch Ratings

KNOW YOUR RISK

April 25, 2008

National Highway Authority of India
G-5 & 6, Sector 10, Dwarka
New Delhi

Kind Attn.: Mr. Saurabh, DGM (Finance)

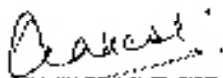
Sub: Rating of Long term borrowing program of NHAI

Dear Sir,

This has reference to your letter no. NHAI/11033/DGM (F)/Credit Rating/06 dated 21 April, 2008 regarding rating of long term debt program of NHAI.

Fitch had assigned a rating of "AAA(ind)" [triple A ind] to the INR80bn Long Term Debt Programme of NHAI vide our letter dated 28 March 2006. We acknowledge, based on your above-mentioned letter, that NHAI had issued S4EC bonds aggregating INR 15bn during FY07 (April 06-March 07) and bonds aggregating INR 3.07bn during FY08 (April 07-March 08) against the rated amount. The proposed issuance of S4EC bonds aggregating Rs37bn during FY09 (April 08-March09) would form part of the overall rated programme.

Yours Faithfully,


RAKESH VALECHA
Senior Director – Corporate Ratings

List of Bank Branches

The forms can be deposited across the country in any branch of the following banks:

a) Union Bank of India

b) IDBI Bank

In addition to Union Bank of India and IDBI Bank, the forms can be deposited in any of the following branches of Canara Bank, Syndicate Bank, HDFC Bank & Punjab National Bank:

S. N.	Name of City	Addresses (in addition to Union Bank of India and IDBI Bank)
1	Agra	Canara Bank: Belanganj Punjab National Bank: Sanjay Complex. HDFC Bank: Sanjay Place
2	Ahmedabad	Canara Bank: Capital Market Services Branch, Narain Chambers, Ashram Road Punjab National Bank: Ashram Road Syndicate Bank: Neptune Tower, Ashram Road HDFC Bank: Bank House Navrangpura
3	Allahabad	Syndicate Bank: Sardar Patel Marg, Civil Lines (Tel.2610854) HDFC Bank: SP Marg Civil Lines
4	Ambala	Canara Bank : Cantonment, Punjab National Bank: Cantt. Main Branch (Tel. No. 2642849/2633178)
5	Amritsar	Canara Bank: DS Market Punjab National Bank: Hall Bazar HDFC Bank: RS Tower Hall Bazaar
6	Bangalore	Canara Bank: Town Hall, Stock Exchange Tower, J C Road (Tel. 22238186), Punjab National Bank: Bangalore City (Tel. No. 22120346) Syndicate Bank: 2nd Cross, Gandhi Nagar, (Tel. 22265050) HDFC Bank: Salco Centre Richmond Road
7	Bareilly	Canara Bank: Civil Lines HDFC Bank: Krishna Palace, Civil Lines
8	Bhopal	Canara Bank: Berasia Road (Tel. 2535894) Punjab National Bank: New Market (Tel. No. 2571845/2554665) Syndicate Bank: Berasia Road (Tel. 2738477) HDFC Bank: MP Nagar
9	Bhubaneshwar	Syndicate Bank: Kalpana Square (Tel. 2312288) HDFC Bank: Hotel Jajati Complex, Kharvelanagar
10	Bikaner	HDFC Bank: Roshan Plaza, Rani Bazar
11	Chandigarh	Canara Bank: Sector-17C (Tel. 270216) Punjab National Bank: Sector 17 - B (Tel. No.2702329/739) Syndicate Bank: SCO, 66-67, Sector-17B, (Tel.2703328) HDFC Bank: Sector 35 B
12	Chennai	Canara Bank: Mount Road (Tel 28521812), Canara Bank: Annanagar East (II Avenue), Canara Bank: Anna Salai, Teynampet, Punjab National Bank: Anna Salai (Tel. No. 28601861/00782) Syndicate Bank: Leelavathy Building, Armenian Street (Tel. 25223505) HDFC Bank: Mariam Centre, Anna Salai
13	Coimbatore	Canara Bank: Oppankara Street (tel. 2396221) HDFC Bank: Classic Twr, Trichy Road
14	Daman	HDFC Bank: ARC Shopping Mall, Teen Batti
15	Dehradun	Canara Bank: R.P. Road (Tel. 2653057) Punjab National Bank: Paltan Bazar (Tel. No. 2653852/6012)
16	Dhanbad	HDFC Bank: Sri Ram Plaza, Bank More
17	Ernakulam	Canara Bank: Broadway (Tel. 2352338)
18	Faridabad	Canara Bank: Nehru Grounds, NIT (Tel 2430426) Syndicate Bank: Neelam Bata Road, (Tel. 2413642) Punjab National Bank: NIT (Tel. No. 2415049/5674)
19	Ghandidham	HDFC Bank: PLOT1 Sector8 Rabindranath Tagore Road
20	Ghaziabad	Canara Bank: Main Branch, Maliwara Chowk (Tel 24793451) Punjab National Bank: Navyug Market (Tel. No. 0120-2790131/2794882) Syndicate Bank: Navyug Market (Tel.2790145)
21	Gorakhpur	HDFC Bank: PRAHLAD Rai Trade Centre, Ayodhya Crossing, BANK Road
22	Gurgaon	Canara Bank: Old Railway Road (Tel. 2632284) Punjab National Bank: MCB, JMD Pacific Square, Sector 15, Part II (Tel. 2222810) Syndicate Bank: Old Railway Road, (Tel. 2321451)
23	Guwahati	Canara Bank: Fancy Bazar, Punjab National Bank: Fancy Bazar (Tel.2730458/) HDFC Bank: Fancy Bazar

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24	Gwalior	Canara Bank: Dal Bazar, Punjab National Bank: Naya Bazar, Lashkar (Tel. No. 2320645) Syndicate Bank: Moti Market, Lashkar (Tel. 2636143) HDFC Bank: Ananddeep Bldng, City Centre
25	Haldwani	Punjab National Bank: Main Branch (Tel. No. 283016/221044) HDFC Bank: Nainital Road Bhotia Prao
26	Hisar	Canara Bank: Kamla Nagar, Facing Red Square Market, HDFC Bank: MCA Area, Railway Road
27	Hyderabad	Canara Bank: Abid Road (Tel. 23438660), Punjab National Bank: Bank Street (Tel. No.24744534) Syndicate Bank:Nizam Shahi Road, (Tel.24525536) HDFC Bank: Lakdi-ka-pul, Saeed Plaza
28	Indore	Canara Bank: M.G. Road (Tel. 2450233) Punjab National Bank: Manorma Ganj (Tel. No. 2493846)
29	Jaipur	Punjab National Bank: Raja Park (Tel. No. 2622649)HDFC Bank: Ashok Marg, C Scheme
30	Jalandhar	Canara Bank: BMC Chowk, Syndicate Bank: Model Town Road, HDFC Bank: GT Road,
31	Jammu	Canara Bank: Karan Bhawan , Shalimar Road (Tel. 2543262) Punjab National Bank: Tawi (Tel. No. 2571667/2549250) Syndicate Bank:Sant Palace, Purani Mandi (Tel. 2573005)
32	Kanpur	Canara Bank: Main Branch, The Mall (Tel. 2312169) Punjab National Bank: Mall Road (Tel. No. 2311577/2314159) Syndicate Bank: Sarvodaya Nagar, (Tel.2297535) HDFC Bank: Navin Market
33	Karnal	Punjab National Bank: G. T. Road (Tel. No. 2250261/2275944) HDFC Bank : Opp Mahabir Dal Hospital
34	Kolkata	Canara Bank: NS Road (Te. 22300049) Punjab National Bank: BRBB Road (Tel. No. 22422774) Syndicate Bank: NSRoad, (Tel. 22308014) HDFC Bank : 6 Royd Street
35	Kota	Canara Bank: Saraswati Colony, Baran Road (Tel. 2321716) Punjab National Bank: Industrial Estate (Tel. No. 2360272/4341) HDFC Bank: Main Jhalawar Road
36	Lucknow	Canara Bank: Hazrat Ganj (Tel. 2273081) Punjab National Bank: Hazrat Ganj (Tel. No. 2622717/2627527) Syndicate Bank: Aminabad (Tel.2271449) HDFC Bank: PRANAY tower
37	Ludhiana	Canara Bank: Court Road, (Tel. 2741896), Punjab National Bank: Industrial Area (Tel. No. 2531331/2531142) Syndicate Bank:Clock Tower (Te.2742342) HDFC Bank: CMS Dept, Mall ROAD
38	Madurai	Canara Bank: Grand Central (Tel. 2340411) HDFC Bank: Nithya Kalyani Towers,8 NORTH Veli Street
39	Mathura	Syndicate Bank:Tilak Dwar, Holi Gate (Tel. 2501545) HDFC Bank: CMS Dept, Gaushala Road
40	Meerut	Canara Bank: Abu Lane, Punjab National Bank: Civil Lines, Saket (Tel. No. 2646095/2660559) Syndicate Bank: Shivpuri, Hapur Road (Tel.2667897) HDFC Bank: Western Kacchery Road
41	Moradabad	Canara Bank: Main Branch Station Road (Tel. 2321078), Punjab National Bank: Civil Lines
42	Mumbai	Canara Bank:Capital Market Services Branch, Verma Chambers, Homji Street, Fort (Tel. 22692973). Canara Bank :Nariman Point, Mittal Towers, Canara Bank : Mallad (West), Laxmi Naryan Shopping Centre, Punjab National Bank: Capital Market Services Branch, Maker Tower F Wing, 7th Floor, Cuffe Parade (Tel. 22180305/2293), Vashi, Navi Mumbai (Tel. 27823581) Syndicate Bank:Homji Street, Fort (Tel.22676354) HDFC Bank: Maneckji wadia Building, Nanik Motwani MARG
44	Mysore	Canara Bank: Main Branch, New Statue Square (Tel. 2434009) HDFC Bank: Mythiri Arcade,
45	Nagpur	Canara Bank: Sadar Bazar Punjab National Bank: Kingsway (Tel. No. 2559829/2525649) Syndicate Bank:Central Avenue Road, Gandhi Bagh (Tel. 2724460) HDFC Bank: WARDH Road, Nr Lokmat Square
46	Nasik	Syndicate Bank: Old Agra Road, (Tel.2574435) HDFC Bank: Archit Centre, nr Mahamarg Bus Stand
47	New Delhi	Canara Bank: Capital Market Services Branch, Jeevan Bharti Building, Connaught Circus (Tel. 23356864, Canara Bank: South Extension Part 1,Canara Bank: E-1, Rajouri Garden, Canara Bank: Mayur Vihar Pocket A Phase 2, Punjab National Bank: Capital Market Services Branch, 5, Sansad Marg (Tel. No. 23737536/43), Dwarka Sector 10 (Tel. 25081722) Syndicate Bank: Transport Bhawan, 1, Parliament Street, New Delhi (Tel.23319671), HDFC Bank: FIGOPS, 1st floor, Kailash Bldng, KG Marg

NATIONAL HIGHWAYS AUTHORITY OF INDIA - 54EC CAPITAL GAINS BONDS

48	Noida	Canara Bank:Sector-1, Main Branch (Tel. 24529164) Punjab National Bank: Sector 18 (Tel. No. 0120-2521674) Syndicate Bank:B-16-17, Sector-18, (Tel.2514381)
49	Panji (Goa)	Canara Bank: Main Branch, Madhias Plaza, (Tel. 2226165) Syndicate Bank: Dr. Atmaram Borkar Road
50	Panipat	Punjab National Bank: G. T. Road (Tel. No. 2649180/2639990), HDFC Bank – 801/4, G T Road
51	Patiala	Canara Bank: 2- Chhoti Baradari,The Mall, Punjab National Bank: The Mall (Tel. No. 2221450/6644),
52	Patna	Syndicate Bank: Capital Tower Fraser Road, HDFC Bank: Rajendra Ram Plaza, Exhibition Road
53	Pondicherry	Canara Bank: Jawahar Lal Nehru Street, Syndicate Bank: NearVelan Silks, J.N. Street, (Tel 2333150),
54	Porbandar	HDFC Bank: Om Shiv Sakthi, R D Chamber
55	Pune	Canara Bank: Camp, Red Cross Building (Tel. 26131833), Syndicate Bank:712, Naratan Peth, Laxmi Road, (Tel. 24454185), HDFC Bank: Fortune Square, Model Colony
56	Rajkot	Canara Bank: Trikonbag, (Tel. 2226936) Punjab National Bank: Jubilee Chowk (Tel. No. 2227706/6631) Syndicate Bank: Near Para Bazar Dhevar Road, (Tel.2227086), HDFC Bank: Jawahar Road
57	Ranchi	Canara Bank: SM Ganguly Road (Tel. 2205091) Syndicate Bank: Rani Sati Market, LH Road
58	Rishikesh	HDFC Bank: M J Mall, Railway Road
59	Rohtak	Punjab National Bank: Civil Lines (Tel. No. 244438) HDFC Bank: Model Town, Main Delhi Road
60	Rudrapur	HDFC Bank: Nainital Road
61	Saharanpur	Canara Bank: Main Chakrota Road, HDFC Bank: Mission Compound, Court Road
62	Secunderabad	Canara Bank: R.P. Road (Tel 23438654) ,
63	Shillong	HDFC Bank: Police Bazar
64	Shimla	Canara Bank: The Mall (Tel. 2802139) Syndicate Bank: The Mall, (Tel. 2807050) Punjab National Bank: The Mall (Tel. No. 2653249/1339) , HDFC Bank: The Mall
65	Siliguri	HDFC Bank: Sevoke Road, Pani Tanki Road
66	Srinagar	Canara Bank: Lal Chowk (Tel. 2475272), HDFC Bank: Residency Road
67	Surat	Canara Bank: K.M. Road Punjab National Bank: Main Branch (Tel. No. 2451873/2411037), HDFC Bank: Kashi Plaza, Majura Gate
68	Thane	Canara Bank : Naupada, (Tel. : 25407225) Syndicate Bank: Vithal Niwas, Naupada, M.G. Road (Tel. 25421701), Punjab National Bank: M.G. Road Thane (W) (Tel. No. 25405099)
69	Tirupathi	Canara Bank: R.C. Road, Opposite Palani Theatre (Tel. 240211) HDFC Bank: Mosque Road, VV Mahal Road
70	Trichy	Canara Bank: Teppakulam, Nandi Koil Street HDFC Bank:Lakshmi Arcade, 11 th Cross Main Road
71	Trivandrum	Canara Bank: Puthenchenthai, MG Road (Tel. 2320405) HDFC Bank:Kenton Towers, Vazutha-caud
72	Udaipur	Canara Bank : Madhuban Punjab National Bank: Panchsheel Marg (Tel. No. 2522118/2525201)
73	Vadodara	Canara Bank: Raopura Road, Jublee Park (Tel.2439695) Punjab National Bank: Raopura (Tel. No.2423413/2413401) Syndicate Bank: Mandivi (Tel. 2562618)
74	Varanasi	Canara Bank: Bans Pathak (Tel. 2392509) HDFC Bank:Kuber Complex Rathyatra Crossing
75	Visakhapatnam	Canara Bank : Daba Gardens HDFC Bank: Poduri Castle, Dwarkanagar
76	Yamuna Nagar	Canara Bank : Jawahar Market, Radaur Road Punjab National Bank: Main Branch (

Note: The New Delhi branches of all the banks are the controlling bank branches.

NATIONAL HIGHWAYS AUTHORITY OF INDIA - 54EC CAPITAL GAINS BONDS

In case of any problem, the following officers of above banks may be contacted:

Bank	Nodal Officer	Tel. No & Address
Union Bank of India	Sh. Satyajit Mohanti Senior Manager, Merchant Banking Division, Mumbai (022-22896319,09820232475) Sh. G. S. Bhutani Branch Head,	Union Bank of India Bansal Plaza, Central Market, Sector-6,Dwarka, New Delhi-75 011-25080444/445, 09810690090
IDBI Bank	1. Sh. Raghu Bir Singh Regional Head-North, Government Business, 2. Ms. E. Maria Miranda Government Business Group	IDBI Bank, Commercial Banking SBU, 12th Floor, IFCI Tower, 61, Nehru Place, New Delhi 011-32593909, 011-41306641, 09818478758,09818584639
Syndicate Bank	Sh. S.K.Sachar, Assistant Manager,	Merchant Banking Beauru, Regional Office, Delhi 09811463881
Canara Bank	Sh.C.R. Kansal, Senior Manager	Capital Marketing Services Branch, Jeevan Bharti Building, Cannaught Place, New Delhi Phone 011-23719542,23356864, 09810276036
Punjab National Bank	Sh. P. N. Dogra, Chief Manager Sh. A. K. Malhotra, Senior Manager	Capital Market Services Branch 5, Sansad Marg, New Delhi Tel.: 011 – 03737536/31/43 Fax: 011 – 23737528 09871093724
HDFC Bank	1. Deepak Rane 022-66573746 2. Clayton Mendonca 022-66573747 3. Uday Dixt 022-66573748 4. Siddharth Jadhav 022-66573663 5. Tushar Prabhu 022-22700034 6. Shifali Jain 09313003115	HDFC Bank Ltd BTI Ops Dept Maneckji Wadai Bldg , 3rd Floor Nanik Motwani Marg Fort, Mumbai - 400 001 022-22700272

For any query and grievance, the Registrars may be contacted at following address and telephone no. :

Concerned Person	Address	Tel. No
Mr. N.K.Rastogi, <i>Director</i> Mr. Shsrwan Mangla, <i>Asst. General Manager</i>	M/s Mas Services Ltd. AB-4, Safdurjung Enclave, New Delhi-110029	011-26104142/4292/4326 Fax : 011-26181081 Email : info@masserv.com

For any grievance, following officer of NHAI may also be contacted:

Name	Designation	Tel. No
Saurabh	Deputy General Manager (Finance), National Highways Authority of India, G-5&6, Sector – 10, Dwarka New Delhi	011-25074100/200 011-25093517



NATIONAL HIGHWAYS AUTHORITY OF INDIA

(Ministry of Shipping, Road Transport and Highways, Govt of India)

Head Office: G 5 & 6 Sector 10, Dwarka New Delhi-110 075

APPLICATION FORM FOR NON-CONVERTIBLE REDEEMABLE

TAXABLE BONDS SERIES IX WITH BENEFITS UNDER SECTION 54EC OF INCOME TAX ACT, 1961

(PLEASE CAREFULLY READ THE MEMORANDUM OF PRIVATE PLACEMENT BEFORE FILLING UP THIS FORM)

Application Number

Broker's Name & Code	Bank Branch Serial No./Stamp	FOR USE BY COLLECTING BANK BRANCH	
		Date of receipt of application	Date of credit of Cheque/Demand Draft in NHAI Account
		Registrar's reference no.	

Dear Sirs,

I/We have read and understood the information Memorandum of Private Placement, I/we also declare that my/our total investment u/s 54 EC of I T Act (including this investment) with all the companies does not & will not exceed Rs. 50 lacs in the F/Y 2008-09. I/We bind myself/ourselves to the provisions of Information Memorandum and apply for allotment of Bonds. Please place my/our name(s) on the register of Bondholder(s). I/We hereby declare and affirm that the particulars and information given herein are correct and complete.

In Numbers	No. of Bonds (A) (Minimum 5)	Cheque/Demand Draft Drawn on (Name of the Bank and Branch)	Cheque/Demand Draft No.	Dated
In Words				
Issue Price of Bond Rs.	Amount Payable (Rs.) (A x 10,000)			
In Words				

We are applying as (Tick) whichever is applicable

☐ 1 Banks/Commercial RRB/Co-Operative ☐ 2. Financial Institutions ☐ 3. Company ☐ 4. Mutual Fund ☐ 5. Firms ☐ 6. NRI ☐ 7. Individuals/HUF ☐ 8. Others (specify.....)

BOND CERTIFICATE MODE (TICK) ANY ONE

☐ Physical Mode ☐ Demat Mode DPID No.

Client ID No

FIRST/SOLE APPLICANT'S NAME IN FULL

SECOND APPLICANT'S NAME IN FULL

THIRD APPLICANT'S NAME IN FULL

FATHER'S / HUSBAND'S NAME FOR FIRST / SOLE APPLICANT IN CASE OF INDIVIDUALS

FIRST/SOLE APPLICANT'S ADDRESS IN FULL (DO NOT FILL IN NAME AGAIN)

CONTACT DETAILS

Phone		Fax	
E-Mail			

BANK PARTICULARS FOR PAYMENT OF INTEREST WARRANT / REDEMPTION

Bank Name _____ Account No.

Branch Name/Address _____ Account Type ☐ SB Account ☐ Current Account ☐ Cash Credit Account

FOR ECS PAYMENT

9 Digit Code number of the Bank & Branch appearing on the MICR Cheque issued by the bank (please attach a photocopy of cheque or a cancelled cheque

issued by your bank for verifying the accuracy of the code number)

ECS mandate

Yes

	PAN/GIR NO.	OCCUPATION	SIGNATURE
FIRST APPLICANT			
SECOND APPLICANT			
THIRD APPLICANT			

DETAILS OF NOMINEE (Individual Only)

Name	Name of Authorized Signatory(ies)	Designation
Address	1.....	1.....
Name of Guardian	2.....	2.....
Relation with Applicant	3.....	3.....
Date of Birth (if minor)	Signature of Nominee/Guardian (optional)	

Disclaimer : The Bond Issue is being made strictly on a private placement basis. It is not and should not be deemed to constitute and offer to the public in general. It cannot be accepted by any person other than to whom it is directed.

ACKNOWLEDGEMENT SLIP

(To be filled in by the Sole/First Applicant)
54EC BONDS-SERIES IX



NATIONAL HIGHWAYS AUTHORITY OF INDIA

(Ministry of Shipping, Road Transport and Highways, Govt Of India)
Head Office : G 5 & 6 Sector 10 ,Dwarka New Delhi-110 075

Application Number

Received from Mr./Mrs./Ms	No. of Bonds	Amount (Rs.)	Date	Accepting Officer's Signature
Address	In Numbers			
	In Words			
	Cheque/DD No.	dated	drawn on	
	for Rs.	in words		

INSTRUCTIONS FOR FILLING THE APPLICATION FORM

1. Application Forms must be filled in BLOCK LETTERS IN ENGLISH. A blank space must be left between two or more parts of the name. For Example:

A	B	C		C	O	M	P	A	N	Y	
---	---	---	--	---	---	---	---	---	---	---	--

Signature should be made in English. Signatures made in any other Indian languages must be attested by an authorized official of a Bank or by a Magistrate / Notary Public under his / her official seal.

2. For each instrument option, minimum application shall be for 5 Bonds and thereafter in multiples of 1 Bond.
When the application is submitted, it will be presumed that subscriber has given the information, which are true and fair to the best of his/her knowledge.
The application must be signed and verified by guardian in case the applicant is minor, by partner in case of partnership firm, by karta in case of HUF, by a trustee in case of trust and by himself or by a person duly authorized by the subscriber in case of other individual.
3. The application should be submitted during banking hours at any of the Bank branches mentioned in the Memorandum of Private Placement. Outstation Demand Draft should be made payable at any designated collection centers mentioned in the Information memorandum. Bank charges for such applications will be borne by the applicant. NHAI assumes no responsibility for any applications / cheques / demand drafts lost in mail.
4. Application once submitted cannot be withdrawn.
5. **Forms must be accompanied by either a demand draft or a cheque, drawn and made payable in favour of “National Highways Authority of India” and crossed “Account Payee Only”. Cheques / Demand Drafts must be drawn on any bank including a Co-operative Bank, which is member or a sub-member of the Bankers’ Clearing house, located at the place where the Application Forms is submitted and payable at the collecting centers.**
6. Cash, Outstation Cheques, Stock-invest, Money Orders or Postal Orders will NOT be accepted.
7. The PAN should be mentioned in the Application Form.
8. Income tax as applicable will be deducted at source at the time of payment of interest, if any, on application money.
9. Receipt of applications will be acknowledged by stamping the “Acknowledgment Slip” appearing below the Application Form by the banker. No separate receipt will be issued.
10. In case of application under the power of attorney or by Limited Companies or other corporate bodies, a certified copy of the power of Attorney or a copy of the approval of the relevant authority, as the case may be should be submitted along with the Application Form.
11. The applications would be scrutinized and accepted as per the provisions of the Terms and Conditions (Instructions) of the Private Placement forming part of the Memorandum of Private Placement. NHAI is entitled, at its sole and absolute discretion, to accept or reject any application, in part or in full, without assigning any reason. An application form that is not complete in all respect is liable to be rejected.
12. It is advisable that investors keep a photocopy of the submitted application form.
13. The application forms will not be accepted after banking hours.
14. The Application forms can be deposited in any of the branches of Union Bank of India and IDBI Bank and select branches of Canara Bank, Syndicate Bank, HDFC Bank and Punjab National Bank.
15. For any unresolved investor grievances, following officer of NHAI may be contacted:

P.K. Agarwal General Manager (Finance & Accounts) Ph. (011) 25074100 / 4200
