

Walker Chandiook & Co LLP

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Independent Auditor's Review Report on Consolidated Unaudited Half Yearly Financial Results of the Trust pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended)

To the Board of Directors of Virescent Infrastructure Investment Manager Private Limited (As the Investment Manager of Highways Infrastructure Trust)

1. We have reviewed the accompanying statement of consolidated unaudited financial results of Highways Infrastructure Trust ('the Trust') and its subsidiaries (the Trust and its subsidiaries together referred to as 'the Group'), which comprises the Consolidated Unaudited Statement of Profit and Loss (including Other Comprehensive Income) for the half year ended 30 September 2022 ('the Statement'), explanatory notes thereto and the additional disclosures as required by paragraph 6 of Annexure A to the SEBI Circular CIR/IMD/DF/127/2016 dated 29 November 2016 and continuous disclosure requirements specified under paragraph 5.1 and 5.2.1 of the SEBI Circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 for issuance of debt securities by Infrastructure Investment Trusts (InvITs) (hereinafter collectively referred to as 'the SEBI Circulars'), being submitted by Virescent Infrastructure Investment Manager Private Limited ('the Investment Manager') pursuant to the requirements of Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended) (hereinafter referred to as 'the SEBI InvIT Regulations') read with the SEBI Circulars. Refer Annexure 1 for the list of subsidiaries included in the Statement. Attention is drawn to the fact that the comparative consolidated financial information of the Trust for the period from 03 December 2021 to 31 March 2022 and as at 31 March 2022 has been approved by the Investment Manager's Board of Directors but has not been subjected to audit or review.
2. This Statement, which is the responsibility of the Investment Manager and approved by the Investment Manager's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards (Ind AS) specified in the Companies (Indian Accounting Standards) Rules, 2015 including Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34') and other accounting principles generally accepted in India and in accordance with the presentation and disclosure requirements of Regulation 23 of the SEBI InvIT Regulations read with the SEBI Circular and SEBI NCD Circular. Our responsibility is to express a conclusion on the Statement based on our review.

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India



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Independent Auditor's Review Report on Consolidated Unaudited Half Yearly Financial Results of the Trust pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended) (Cont'd)

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India (the 'ICAI'). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing issued by the ICAI, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in Ind AS 34 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 23 of the SEBI InvIT Regulations read with the SEBI Circulars, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We did not review the unaudited financial information of 3 subsidiaries included in the Statement, whose financial information reflects total revenues of ₹ 1,393.04 million, total net loss after tax of ₹ 142.91 million and total comprehensive loss of ₹ 142.22 million for the half year ended on 30 September 2022. These unaudited financial information have been reviewed by other auditors whose review reports have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the review reports of such other auditors. Our conclusion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

For Walker ChandioK & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

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KUMAR
AGRAWAL

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Manish Agrawal

Partner

Membership No. 507000

UDIN: 22507000BCVYV4554



Place: Bengaluru

Date: 11 November 2022

Walker Chandiook & Co LLP

Independent Auditor's Review Report on Consolidated Unaudited Half Yearly Financial Results of the Trust pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended) (Cont'd)

Annexure 1

List of subsidiaries included in the Statement

- a) Ulundurpet Expressways Private Limited ('UEPL')
- b) Nirmal Bot Limited ('NBL')
- c) Jodhpur Pali Expressway Private Limited ('JEPL')
- d) Shillong Expressway Private Limited ('SEPL')
- e) Godhra Expressways Private Limited ('GEPL')
- f) Dewas Bhopal Corridor Private Limited ('DBCPL')



Highways Infrastructure Trust

Unaudited Consolidated half yearly results for the half year ended 30 September 2022

(All amounts in ₹ millions unless otherwise stated)

Particulars	01 April 2022 to 30 September 2022	03 December 2021 to 31 March 2022
	(Unaudited)	(Refer note 6 and 9)
Income		
Revenue from operations	2,987.58	1,821.58
Other income	129.19	152.30
Total Income	3,116.77	1,973.88
Expenses		
Operating expenses	663.07	299.62
Employee benefits expense	53.20	27.76
Finance costs	1,395.25	782.75
Depreciation and amortisation expense	552.24	288.20
Other expenses	288.85	86.52
Total Expense	2,952.61	1,484.85
Profit before tax for the period	164.16	489.03
Tax expense:		
Current tax	114.55	81.95
Deferred tax	409.06	(41.30)
Total tax expense	523.61	40.65
(Loss)/ Profit after tax for the period	(359.45)	448.38
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Re-measurement gain on defined benefit obligations	0.96	(0.23)
Income tax relating to items that will not be reclassified to profit or loss	-	-
Total other comprehensive income/(loss) for the period	0.96	(0.23)
Total comprehensive (loss)/ income for the period	(358.49)	448.15
Earnings per unit (refer note c)		
Basic (₹)	(0.87)	*
Diluted (₹)	(0.87)	*

*refer note 8



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Highways Infrastructure Trust

Additional disclosure as required by paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016

(All amounts in ₹ millions unless otherwise stated)

a. Statement of Net Distributable Cash Flows

(i) Highways Infrastructure Trust

S. No.	Particulars	01 April 2022 to	03 December 2021 to
		30 September 2022	31 March 2022
		<i>(Unaudited)</i>	<i>(Refer note 9)</i>
1	Net Distributable Cash Flows of the Project Entities		-
	a) in the form of interest / accrued interest / additional interest	619.24	-
	b) in the form of dividend	1,032.21	-
	c) in the form of proceeds towards repayment of the debt issued to the Project SPVs by the Trust	86.00	-
	d) in the form of proceeds through capital reduction by way of a buy back or any other means as permitted, subject to applicable law	272.55	-
2	Cash flows from additional borrowings (including debentures / other securities), fresh issuance of units, etc.	16,104.23	-
3	Any other income accruing at the Highways Trust and not captured above, as deemed necessary by the Investment Manager, including but not limited to interest / return on surplus cash invested by the Highways Trust	3.25	-
	Total cash inflow at the InvIT level (A)	18,117.48	
	Adjustments:		
4	Any payment of fees, interest and expenses incurred at the Trust, including but not limited to the fees of the Investment Manager, Project Manager, Trustee, Auditor, Valuer, Credit Rating Agency, etc.	(280.48)	-
5	Any expenditure reimbursed to Investment Manager which the Investment Manager incurred on behalf of Trust	(11.80)	-
6	Income tax (if applicable) for standalone Highways Trust and / or payment of other statutory dues	(1.39)	-
7	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(16.67)	-
8	Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	(330.00)	-
9	Amount invested in any of the Project SPVs for service of debt or interest	(14,267.03)	-
10	Amounts set aside to be invested or planned to be invested, as deemed necessary by the Investment Manager in compliance with the SEBI InvIT Regulations (kept aside for investing in Jodhpur Pali Expressway Private Limited (JPEPL))	(1,200.11)	-
	Total adjustments at the Trust level (B)	(16,107.48)	
	Net Distributable cash flows (C)=(A+B)	2,010.00	

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Additional disclosure as required by paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 (Cont'd)

(All amounts in ₹ millions unless otherwise stated)

(ii) Dewas Bhopal Corridor Private Limited ("DBCPL")

S. No.	Particulars	01 April 2022 to	03 December 2021 to
		30 September 2022	31 March 2022
		(Unaudited)	(Refer note 9)
1	Profit after tax as per Statement of Profit and Loss (A)	477.85	-
	Adjustments:		
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	4.32	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	85.24	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	(15.21)	-
	• deferred tax, lease rents, provisions, etc.	(62.48)	-
	• any other items charged / credited to the Profit and loss account which do not involve corresponding cash flows	8.44	-
5	Decrease in working capital	(43.08)	-
6	Loss on sale of investments	(8.70)	-
7	Net proceeds (after applicable taxes) from sale of assets / investments adjusted for proceeds reinvested or planned to be reinvested.	15.24	-
8	Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.	2,814.94	-
9	Capital expenditure, if any	(0.84)	-
10	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(2,853.41)	-
11	Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	(6.36)	-
12	Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the SEBI InvIT Regulations	619.49	-
	Total Adjustments (B)	557.59	-
	Net Distributable cash flows (C)=(A+B)	1,035.44	-

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Additional disclosure as required by paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 (Cont'd)

(All amounts in ₹ millions unless otherwise stated)

(iii) Nirmal BOT Limited

S. No.	Particulars	01 April 2022 to 30 September 2022	03 December 2021 to 31 March 2022
		(Unaudited)	(Refer note 9)
1	Loss after tax as per Statement of Profit and Loss (A)	(142.76)	-
	Adjustments:		
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	26.80	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	0.97	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	0.45	-
	• interest cost as per effective interest rate method (difference between accrued and actual paid);	(43.01)	-
	• deferred tax, lease rents, provisions, etc.	(6.05)	-
5	Increase in working capital	9.87	-
6	Loss on sale of investments	(2.83)	-
7	Net proceeds (after applicable taxes) from sale of assets / investments adjusted for proceeds reinvested or planned to be reinvested.	50.23	-
8	Any amount received from tolls or annuities not recognised as income for the purposes of working out the profit after tax	206.43	-
9	Amount released from DSRA/MMRA or any other reserve in lieu of providing bank guarantee.	1.82	-
10	Add: Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.	1,158.30	-
11	Capital expenditure, if any	(0.23)	-
12	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(1,249.10)	-
13	Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	(9.68)	-
14	Payment of any other liabilities (not covered under working capital)	(5.18)	-
15	Any other adjustment to be undertaken by the board of directors of the Investment Manager as deemed necessary	7.09	-
	Total Adjustments (B)	145.87	-
	Net Distributable cash flows (C)=(A+B)	3.11	-

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Additional disclosure as required by paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 (Cont'd)

(All amounts in ₹ millions unless otherwise stated)

(iv) Jodhpur Pali Expressway Private Limited

S. No.	Particulars	01 April 2022 to 30 September 2022	03 December 2021 to 31 March 2022
		(Unaudited)	(Refer note 9)
1	Loss after tax as per Statement of Profit and Loss (A)	(179.19)	-
	Adjustments:		
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	163.82	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	27.72	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	0.56	-
	• deferred tax, lease rents, provisions, etc.	31.00	-
	• any other items charged / credited to the profit and loss account which do not involve corresponding cash flows	48.69	-
5	Increase in working capital	4.51	-
6	Loss on sale of investments	(1.13)	-
7	Capital expenditure, if any	(33.62)	-
8	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(65.25)	-
9	Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	(2.38)	-
10	Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the SEBI InvIT Regulations	5.27	-
	Total Adjustments (B)	179.19	-
	Net Distributable cash flows (C)=(A+B)	-	-

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Additional disclosure as required by paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 (Cont'd)

(All amounts in ₹ millions unless otherwise stated)

(v) Godhra Expressways Private Limited ("GEPL")

S. No.	Particulars	01 April 2022 to 30 September 2022	03 December 2021 to 31 March 2022
		(Unaudited)	(Refer note 9)
1	Loss after tax as per Statement of Profit and Loss (A)	(129.41)	-
	Adjustments:		
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	370.03	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	97.70	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to <ul style="list-style-type: none"> • any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value; • interest cost as per effective interest rate method (difference between accrued and actual paid); • deferred tax, lease rents, provisions, etc. • any other items charged / credited to the profit and loss account which do not involve corresponding cash flows 	(6.79) 21.74 (7.31) 71.04	- - - -
5	Decrease in working capital	(45.18)	-
6	Loss on sale of investments	(6.15)	-
7	Net proceeds (after applicable taxes) from sale of assets / investments not distributed pursuant to an earlier plan to reinvest, if such proceeds are not intended to be invested subsequently.	73.16	-
8	Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.	4,059.40	-
9	Capital expenditure, if any	(50.74)	-
10	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(4,100.76)	-
11	Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	(27.26)	-
12	Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the SEBI InvIT Regulations	249.97	-
	Total Adjustments (B)	698.84	-
	Net Distributable cash flows (C)=(A+B)	569.43	-

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Additional disclosure as required by paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 (Cont'd)+C288

(All amounts in ₹ millions unless otherwise stated)

(vi) Ulundurpet Expressways Private Limited ("UEPL")

S. No.	Particulars	01 April 2022 to	03 December 2021 to
		30 September 2022	31 March 2022
		(Unaudited)	(Refer note 9)
1	Profit after tax as per Statement of Profit and Loss (A)	7.29	-
	Adjustments:		
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	37.53	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	382.98	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• deferred tax, lease rents, provisions, etc.	6.44	-
	• any other items charged / credited to the Profit and loss account which do not involve corresponding cash flows	112.89	-
5	Increase in working capital	8.85	-
6	Loss on sale of investments	(12.01)	-
7	Net proceeds (after applicable taxes) from sale of assets / investments not distributed pursuant to an earlier plan to reinvest, if such proceeds are not intended to be invested subsequently.	3.07	-
8	Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.	2,629.29	-
9	Capital expenditure, if any	17.43	-
10	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(2,840.24)	-
11	Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	(15.10)	-
12	Add / Less: Any other adjustment to be undertaken by the board of directors of the Investment Manager as deemed necessary	(208.96)	-
	Total Adjustments (B)	122.18	-
	Net Distributable cash flows (C)=(A+B)	129.47	-

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Additional disclosure as required by paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 (Cont'd)

(All amounts in ₹ millions unless otherwise stated)

(vi) Shillong Expressway Private Limited ("SEPL")

S. No.	Particulars	01 April 2022 to 30 September 2022	03 December 2021 to 31 March 2022
		(Unaudited)	(Refer note 9)
1	Profit after tax as per Statement of Profit and Loss (A)	29.09	-
	Adjustments:		
2	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss	0.15	-
3	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	2.79	-
	• deferred tax, lease rents, provisions, etc.	(64.76)	-
	• any other items charged / credited to the Profit and loss account which do not involve corresponding cash flows	0.63	-
4	Decrease in working capital	(16.76)	-
5	Loss / gain on sale of assets / investments	(6.30)	-
6	Net proceeds (after applicable taxes) from sale of assets / investments adjusted for proceeds reinvested or planned to be reinvested.	201.69	-
7	Any amount received from tolls or annuities not recognised as income for the purposes of working out the profit after tax	248.70	-
8	Add: Net proceeds (after applicable taxes) from sale of assets / investments not distributed pursuant to an earlier plan to reinvest, if such proceeds are not intended to be invested subsequently.	0.00	-
9	Amount released from DSRA/MMRA or any other reserve in lieu of providing bank guarantee.	306.73	-
10	Capital expenditure, if any	(0.05)	-
11	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(702.33)	-
12	Any provision or reserve deemed necessary by the Investment Manager for expenses / liabilities which may be due in future	(74.92)	-
13	Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the SEBI InvIT Regulations	347.88	-
	Total Adjustments (B)	243.46	-
	Net Distributable cash flows (C)=(A+B)	272.55	-

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Additional disclosure as required by paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016

(All amounts in ₹ millions unless otherwise stated)

b. Project manager and Investment manager fees

(i) Project management fees

Pursuant to the Project Management Agreement dated 08 August 2022, Project Manager is entitled to a consideration @ 10% markup over the cost per annum, for the performance of Management, Tolling and Operation and Maintenance Services. Consolidated Statement of Profit and loss for the half year ended 30 September 2022 includes amount of ₹ Nil (For the period from 03 December 2021 to 31 March 2022, ₹Nil) toward project manager fees.

(ii) Investment Management Fess

Pursuant to the Investment Management Agreement dated 06 December 2021, Investment Manager is entitled to fees @ 10% markup over the cost per annum. Consolidated Statement of Profit and loss for the half year ended 30 September 2022 includes amount of ₹ 11.80 Million (For the period from 03 December 2021 to 31 March 2022, ₹ NIL million) toward Investment manager fees. There are no changes during the year in the methodology for computation of fees paid to Investment Manager.

c. Statement of earnings per unit ('EPU')

Basic EPU amounts are calculated by dividing the profit for the period attributable to Unit holders by the weighted average number of units outstanding during the period. Diluted EPU amounts are calculated by dividing the profit attributable to unit holders by the weighted average number of units outstanding during the period plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

Particulars	01 April 2022 to 30 September 2022	03 December 2021 to 31 March 2022
	(Unaudited)	(Refer note 9)
Profit for the period (₹ millions)	(359.45)	*
Weighted average number of units outstanding for computation of basic and diluted earning per unit (Nos. millions)**	415.50	*
Earning per unit (basic and diluted) (₹)	(0.87)	-

*refer note 8

**Units were issued on 23 August 2022, however for the purpose of Earnings per unit has been arrived without considering weighted average number of units as the income statement pertains to entire half year ended 30 September 2022 based on the common control arrangement of business combination as explained in note 6

d. Statement of contingent liabilities

Particulars	As at 30 September 2022	As at 31 March 2022
	(Unaudited)	(Refer note 6 and 9)
Sales tax/ service tax and income tax cases in respect of which SPV Group is in appeals	138.19	138.19
Claims raised against the SPV Group for Stamp Duty dues under the Indian Stamp Act, 1899 under appeals	221.19	221.19
Labour welfare dues in respect of which SPV Group is on appeals	47.78	47.78
Total	407.16	407.16

e. Statement of commitments

Particulars	As at 30 September 2022	As at 31 March 2022
	(Unaudited)	(Refer note 6 and 9)
Estimated amount of contracts remaining to be executed on capital account	32.11	27.13
Total	32.11	27.13

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f. Statement of Related Parties

I. List of related parties as per the requirements of Ind AS 24 - "Related Party Disclosures"

A. Related parties where control exists

Subsidiaries

Dewas Bhopal Corridor Private Limited ("DBCPL")

Nirmal BOT Limited ("NBL")

Jodhpur Pali Expressway Private Limited ("JPEPL")

Godhra Expressways Private Limited ("GEPL")

Ulundurpet Expressways Private Limited ("UEPL")

Shillong Expressway Private Limited ("SEPL")

Holding entity

Galaxy Investments II Pte. Ltd

Intermediate holding entities

Galaxy Investments Pte Ltd

KKR Asia Pacific Infrastructure Holdings Pte Ltd

KKR Asia Pacific Infrastructure Investors SCSp

Ultimate holding entity

KKR & Co. Inc.

Fellow subsidiaries*

Highway Concessions One Private Limited ("HC1")

*With whom the Group had transactions during the current or previous period

Key managerial personnel (KMP) as per Ind AS 24- "Related party disclosures"

Refer note II D. (ii) for details of KMP of Virescent Infrastructure Investment Manager Private Limited who is acting as an investment manager on behalf of the trust

II. List of additional related parties as per Regulation 2(1)(zv) of the InvIT Regulations

A. Parties to Highway Infrastructure Trust

Galaxy Investments II Pte. Ltd - Sponsor of Highway Infrastructure Trust

Virescent Infrastructure Investment Manager Private Limited - Investment Manager of Trust

Virescent Renewable Energy Project Manager Private Limited - Project manager of the Trust

Axis Trustee Services Limited - Trustee of Highway Infrastructure Trust

B. Promoters of the parties to Highway Infrastructure Trust specified in II(A) above

Axis Bank Limited - Promoter of Axis Trustee Services Limited

Virescent Infrastructure Investment Manager Private Limited - Promoter of Virescent Renewable Energy Project Manager Private Limited

Galaxy Investments Pte. Ltd - Promoter of Galaxy Investments II Pte. Ltd

Terra Asia Holdings II Pte. Ltd.- Promoter of Virescent Infrastructure Investment Manager Private Limited

D. Directors of the parties to Highway Infrastructure Trust specified in II(A) above

(i) Directors of Galaxy Investment II Pte. Ltd

Mr. Cecilio Velasco (Director) (Uptill 26 January 2022)

Mr. Tang Jin Rong (Director)

Mr. Madhura Narawane (Director) (W.e.f 26 January 2022)

(ii) Directors of Virescent Infrastructure Investment Manager Private Limited

Mr. Vinay Kumar Pabba, Director w.e.f 26 November 2021 till 01 February 2022

Mr. Pradeep Kumar Panja, Director

Mr. Sanjay Grewal , Wholetime Director

Mr. Akshay Jaitly, Independent Director

Mr Hardik Bhadrak Shah, Director

Mr Aditya Narayan, Independent Director

Ms Daisy Devassy Chittilapilly, Independent Director

(iii) Directors of Virescent Renewable Energy Project Manager Private Limited

Mr. Sanjay Grewal , Director

Mr. Atul Raizada , Director

(iv) Directors of Axis Trustee Services Limited

Ms. Deepa Rath CEO (KMP), Managing Director

Mr. Rajesh Kumar Dahiya (Director)

Mr. Ganesh Sankaran (Director)



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Highways Infrastructure Trust

Additional disclosure as required by paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016

(All amounts in ₹ millions unless otherwise stated)

III. Transactions and outstanding balances with related party

Particulars	01 April 2022 to 30 September 2022	03 December 2021 to 31 March 2022
	(Unaudited)	(Refer note 6 and 9)
Galaxy Investment II Pte Ltd.		
Transaction during the period		
Proceeds from issue of Compulsory convertible debentures ('CCD's')	-	7,978.14
Issue of unit capital	37,390.00	-
Interest on CCD's	444.70	312.13
Balance outstanding at the end of the period		
Unit capital	37,390.00	-
Investment in Equity shares of subsidiaries	-	3,200.95
Compulsory Convertible Debenture	-	7,978.14
Interest accrued on Compulsory Convertible Debenture	-	312.13
Highway Concessions One Private Limited		
Transaction during the period		
Reimbursement of expenses	37.02	-
Management fees	215.75	51.24
Transfer out obligation as per actuarial Gratuity and Leave Benefit	0.86	0.82
Repayment of loan	-	315.00
Interest on loan	-	0.31
Balance outstanding at the end of the period		
Trade and other payables	45.57	-
Transfer out obligation as per actuarial Gratuity and Leave Benefit	0.86	0.82
Virescent Infrastructure Investment Manager Private Limited		
Transaction during the period		
Reimbursement of expenses	34.87	-
Investment manager fees	11.80	-
Balance outstanding at the end of the period		
Investment manager fees payable	11.80	-

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Additional disclosures as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018, on consolidated financial results for the half year ended 30 September 2022:

(all amounts in ₹ millions, except ratios)

(a) Ratios pursuant to SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018

Sl.No.	Particulars	01 April 2022 to 30 September 2022	03 December 2021 to 31 March 2022
		(Unaudited)	(Refer note 6 and 9)
(a)	Debt equity ratio (in times) [{{Non-current borrowings + Current borrowings} / Total equity]	1.52	59.84
(b)	Debt service coverage ratio (in times) [[Profit before tax, finance costs, exceptional items / {Finance costs + Principal repayment for borrowings}]]	0.12	0.40
(c)	Interest service coverage ratio (in times) [[Profit before tax, finance costs, depreciation and amortisation expense, exceptional items / Finance costs]	1.51	1.99
(d)	Net worth [Unit capital + Other equity]	9,754.00	388.86

Notes:

1) The Trust has outstanding secured non-convertible debentures (NCDs) amounting to ₹650.00 crores for Series I and Series II which will mature on 22 December 2025 and 22 September 2029 respectively. The NCDs are listed on Bombay Stock Exchange (BSE). The asset cover exceeds 100% of the principal amount of NCD's as at 30 September 2022.

2) The Non Convertible Debentures ("NCD's") are secured by charge on the following:

i) first ranking pari passu security interest, by way of hypothecation on all movable assets and the receivables of Highways Infrastructure Trust ('the Issuer'), present and future, including but not limited to: (a) all receivables of the Issuer from the HoldCos and SPVs; (b) loans and advances, and interest on such loans and advances advanced by the Issuer to the HoldCos and SPVs; (c) dividends and any other amounts to be paid / payable by the HoldCos and SPVs to the Issuer; (d) inventories, contractual rights, securities, patents, trademarks, other intellectual property, equipment and/or insurances (in each instance, if any) of the Issuer; and (e) all other current assets of the Issuer, including all the Issuer's tangible and intangible assets, including but not limited to its goodwill, undertaking and uncalled capital, both present and future;

ii) first ranking pari passu charge by way of mortgage on all immovable assets of the Issuer (if any), both present and future. It is clarified that, as on the date hereof, there is no immovable property owned by the Issuer.

iii) first ranking pari passu charge by way of hypothecation over all bank accounts of the Issuer, including but not limited to the Escrow Account and the Sub-Accounts (or any account in substitution thereof), and in all funds from time to time deposited therein (including the reserves) and the permitted investments or other securities representing all amounts credited to the Escrow Account including the cash flows to be received from the HoldCos and SPVs.

iv) first ranking pari-passu charge over DSRA all funds from time to time deposited therein and all permitted investments or other securities representing all amounts credited to the DSRA or, as applicable, the bank guarantee or fixed deposit in lieu of the DSRA.

v) first ranking pari passu charge by way of assignment through hypothecation by way of security of (a) all the right, title, interest, benefits, claims and demands whatsoever of the Issuer in, to and under all the loans and advances extended by the Issuer to any of the HoldCos and SPVs present and future (collectively, the "Issuer Loans"); (b) the right, title and interest and benefits of the Issuer in, to and under all the SPV Financing Documents, deeds, documents and agreements or any other instruments (both present and future) which are now executed or may hereafter be executed by the Issuer with respect to the Issuer Loans including the rights and securities available to the Issuer in respect of the Issuer Loans including documents in respect of Issuer Loan.

vi) a first ranking pari passu pledge over all the equity shares, preference shares, debentures (whether convertible or not) representing 100% (one hundred percent) of such securities, respectively, issued by each of the SPVs and the HoldCos to the Issuer / HoldCo ("Pledged Securities");

vii) undertaking from SPV and Holdco, in a form and manner satisfactory to the Debenture Trustee, as a part of the Corporate Guarantee.

viii) unconditional and irrevocable corporate guarantee by each of the SPVs and the Holdcos, in a form and manner satisfactory to the Trustee (the "Corporate Guarantee")

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Highways Infrastructure Trust

Notes to the Unaudited Consolidated Half yearly results of the Trust for the half year ended 30 September 2022

(All amounts in ₹ millions unless otherwise stated)

- 1 The unaudited consolidated financial results of Highways Infrastructure Trust ("Trust") for half year ended 30 September 2022 have been reviewed by the Audit and Risk Management Committee of Virescent Infrastructure Investment Manager Private Limited at their meeting held on 11 November 2022 and approved by the Board of Directors of the Investment Manager at their meeting held on 11 November 2022. The statutory auditors have issued an unmodified review report on these consolidated financial results.
- 2 The unaudited consolidated financial results comprises the consolidated statement of profit and loss, explanatory notes and the additional disclosures as required in paragraph 6 of Annexure A to the SEBI Circular no. CIR/IMD/DF/127/2016 dated 29 November 2016 ('SEBI Circular') and SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 for issuance of debt securities by Infrastructure Investment Trusts (InvIT's) of the Trust for the half year ended 30 September 2022 ('consolidated financial results'). The consolidated financial results has been prepared in accordance with the recognition and measurement principles prescribed under Indian Accounting Standard-34 Interim Financial Reporting (Ind AS 34) read with rule 2(1)(a) of Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS 34') as amended and the SEBI circular.
- 3 The Trust was registered as an irrevocable trust set up under the provisions of Indian Trusts Act, 1882 on 03 December 2021 .Trust was registered as an Infrastructure Investment Trust under the InvIT Regulations, as on 23 December 2021 having registration number IN/ InvIT/ 21-22/ 0019. Accordingly, the financial information for the corresponding period in immediately preceding half year is given from 03 December 2021 to 31 March 2022 and financial information for half year ended 30 September 2021 have not been given.
- 4 Subsequent to quarter ended 30 September 2022, the Board of Directors of the Investment Manager have declared distribution of ₹ 4.84 (rounded off) per unit amounting to ₹ 2,010 millions to unitholders in their meeting held on 11 November 2022.
- 5 The Trust acquired the following companies (Project SPV's) on 23 August 2022 :
 - (i) Dewas Bhopal Corridor Private Limited ("DBCPL")
 - (ii) Nirmal BOT Limited ("NBL")
 - (iii) Jodhpur Pali Expressway Private Limited ("JPEPL")
 - (iv) Godhra Expressways Private Limited ("GEPL")
 - (v) Ulundurpet Expressways Private Limited ("UEPL")
 - (vi) Shillong Expressway Private Limited ("SEPL")
- 6 During the current period, the Trust acquired the SPVs (as stated above) which are engaged in the design, construction, development, operation and maintenance of roads and highways on 23 August 2022 for an equity consideration of ₹ 31,715.33 millions. Galaxy Investments II Pte Limited had earlier acquired "DBCPL", "NBL", "JPEPL", "GEPL" and "UEPL" on 17 December 2021 and "SEPL" on 13 January 2022.

Pursuant to IND AS 103- Business combinations, Common control business combination, means a business combination involving entities in which all the combining entities or business are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Both the Trust and project SPV's are ultimately controlled by Galaxy Investments II Pte Limited both before and after the acquisition. Business combination has been accounted for using the pooling of interests method in accordance with Ind AS 103.

The pooling of interest method is considered to involve the following:

- (i) The assets and liabilities of the combining entities are reflected at their carrying amounts.
- (ii) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies.
- (iii) The financial information in the financial statements in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.

Thus, the Trust has restated comparative financial information for the half year ended 31 March 2022 as if the acquisition had occurred on 17 December 2021 for "DBCPL", "NBL", "JPEPL", "GEPL" and "UEPL" and 13 January 2022 for "SEPL", irrespective of the actual date of the combination which is 23 August 2022 and the difference between the purchase consideration and the value of net identifiable assets acquired has been adjusted with the "Acquisition adjustment deficit account" in other equity.

- 7 Subsequent to the quarter ended 30 September 2022, the board of directors of Investment Manager has approved resignation of Virescent Infrastructure Investment Manager Private Limited and Virescent Renewable Energy Project Manager Private Limited from its position as the Investment manager and Project Manager of the Trust on 18 October 2022. Consequently, Highway Concessions One Private Limited and HC One Project Manager Private Limited have been appointed as the new investment manager and project manager of the Trust respectively. However, such change in the Investment Manager and Project Manager is subject to and will be effective upon the approval of the Securities and Exchange Board of India and/or the unitholders of the Trust as the case may be as applicable under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.

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Highways Infrastructure Trust

Notes to the Unaudited Consolidated Half yearly results of the Trust for the half year ended 30 September 2022

(All amounts in ₹ millions unless otherwise stated)

- 8 The number of units issued by Highways Infrastructure Trust to the unit holders in exchange for the shareholding of the project SPVs were issued during the current period, hence earning per unit has not been calculated for the period from 03 December 2021 to 31 March 2022.
- 9 The consolidated financial information for the period from 03 December 2021 to 31 March 2022 and as at 31 March 2022 as reported in these results have been certified by the Investment Manager of the Trust and are not subject to audit or review
- 10 All values are rounded to nearest millions, unless otherwise indicated. Certain amounts that are required to be disclosed and do not appear due to rounding off are expressed as 0.00.
- 11 Previous period figures have been reclassified/regrouped wherever necessary to conform to current period classification.

**For and on behalf of Board of Directors of
Virescent Infrastructure Investment Manager Private Limited
(as Investment Manager of Highways Infrastructure Trust)**

Sanjay Grewal

Sanjay Grewal
Whole time director
DIN: 01971866



Hardik Bhardik Shah

Hardik Bhardik Shah
Director
DIN: 06648474

Place: New Delhi
Date: 11 November 2022

Place: Mumbai
Date: 11 November 2022



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