



**HIGHWAY CONCESSIONS ONE PRIVATE LIMITED**

**POLICY ON UNPUBLISHED PRICE SENSITIVE INFORMATION AND DEALING IN UNITS  
BY THE PARTIES TO HIGHWAYS INFRASTRUCTURE TRUST**

**(Approved by the Board of Directors vide its resolution dated on November, 15, 2022)**

**(HC1\_Version 01\_2022)**

This document supersedes all the previous versions of Policy/ communication on this subject.

**The policy shall be effective from the date of approval of the Securities and Exchange Board of India for appointment of Highway Concessions One Pvt. Ltd. as Investment Manager of Highways Infrastructure Trust which is registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations") on December 23, 2021 having registration number IN/InvIT/21-22/0019).**

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## A. Preamble

This policy (the “**Policy**”) aims to outline process and procedures for dissemination of information and disclosures in relation to the Highways Infrastructure Trust (“**Trust**”) on the website of the Trust, to the stock exchanges and to all stakeholders at large. The purpose of the Policy is also to ensure that the Trust and Highway Concessions One Private Limited (“**Investment Manager**”) complies with applicable law, including the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (“**InvIT Regulations**”), or such other Indian laws, regulations, rules or guidelines prohibiting insider trading and governing disclosure of material, unpublished price sensitive information.

## B. Definitions

1. The terms “**connected person**”, “**immediate relative**”, “**insider**”, “**material financial relationship**”, “**trading**” and “**unpublished price sensitive information**” (“**UPSI**”) shall have the meaning given to such terms in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (the “**Insider Trading Regulations**”), to the extent applicable to the Trust. The terms not defined herein shall have the same meaning as assigned to them under the Insider Trading Regulations.

Solely for purposes of illustration, as on the date of the first adoption of this Policy, these terms are defined in the Insider Trading Regulations as follows:

- (a). “connected person” shall mean:
  - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer, observer, or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
    - (a). an immediate relative of connected persons specified in clause (i); or
    - (b). a holding company or associate company or subsidiary company; or
    - (c). an intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992, as amended or an employee or director thereof; or
    - (d). an investment company, trustee company, asset management company or an employee or director thereof; or
    - (e). an official of a stock exchange or of clearing house or corporation; or
    - (f). a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
    - (g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

- (h). an official or an employee of a self-regulatory organization recognised or authorized by the Board<sup>1</sup>; or
  - (i). a banker of the company; or
  - (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.
- (b). “immediate relative” shall mean a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- (c). “insider” shall mean any person who is:
  - i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information.
- (d). “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.
- (e). “trading” shall mean and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- (f). “unpublished price sensitive information” shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -
  - (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel.
- 2. “**Board**” shall mean the board of directors of Highway Concessions One Private Limited.
- 3. “**Compliance Officer**” shall mean the compliance officer of the Trust.
- 4. “**dealing**” shall mean an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the Units either as principal or agent.
- 5. “**Designated Persons**” shall include:
  - (i). the Sponsor, the Investment Manager, the Trustee, the special purpose vehicles held by the Trust and the Project Manager;

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<sup>1</sup> The expression “*Board*” used here refers to the Securities and Exchange Board of India.

- (ii). the directors (where applicable), observers (where applicable) and employees of the Trust, Investment Manager, the special purpose vehicles held by the Trust, intermediary or fiduciary designated on the basis of their functional role or access to UPSI by their board of directors or analogous body;
  - (iii). the Chief Executive Officer of the Investment Manager and employees up to two levels below the Chief Executive Officer, any of its intermediaries and fiduciaries irrespective of their functional role in the Investment Manager or ability to have access to UPSI; and
  - (iv). any support staff of the Sponsor, the Investment Manager, the Trustee, the Project Manager, intermediary or fiduciary, such as IT staff or secretarial staff, having access to UPSI, the auditor, valuer and such employees of these entities, who may be a 'connected person' in terms of the Insider Trading Regulations, and their immediate relatives.
- 6. **"need-to-know basis"** shall mean that UPSI should only be disclosed to, or procured by, such persons who need to share or access the UPSI in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and whose possession of such UPSI will not give rise to a conflict of interest or amount to the misuse of such UPSI.
- 7. **"Parties to the Trust"** shall mean Galaxy Investments II Pte. Ltd. (in its capacity as the sponsor of the Trust) (the **"Sponsor"**), Axis Trustee Services Limited (in its capacity as the trustee of the Trust) (the **"Trustee"**), Highway Concessions One Private Limited (in its capacity as the investment manager of the Trust) (the **"Investment Manager"**) and HC One Project Manager Private Limited (in its capacity as the project manager of the Trust) (the **"Project Manager"**), and any other person designated as the sponsor, trustee or investment manager or project manager of the Trust from time to time.
- 8. **"Units"** shall mean an undivided beneficial interest in the Highways Trust, and all issued and allotted Units together represent the entire beneficial interest in the Highways Trust.
- 9. **"UPSI"** shall mean unpublished price sensitive information in relation to the Trust and its assets.
- C.** The Compliance Officer shall deal with dissemination of information and disclosure of UPSI, including making periodic disclosures in terms of the Policy for Determining Materiality of Information for Periodic Disclosures as adopted by the Board.
- D.** This Policy shall apply to the Parties to the Trust.
- E.** To ensure timely and adequate disclosures, the following norms shall be followed by the Investment Manager as a good corporate disclosure practice:
  - A. The Investment Manager shall promptly disclose to the relevant stock exchanges all UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
  - B. The Investment Manager shall follow uniform and universal dissemination of UPSI to avoid selective disclosure;
  - C. The Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure, in accordance with

the procedure specified in the Policy for Determining Materiality of Information for Periodic Disclosures;

- D. The Compliance Officer shall also make an appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities, in accordance with applicable law. Further, no employee or representative of the Investment Manager who is in receipt of any inquiries relating to the Trust, including from any investors, shall respond to such inquiries. Such employee or representative of the Investment Manager shall refer the inquirer to the Compliance Officer or an any person authorised by the Board to deal with inquiries;
- E. While dealing with analysts or research persons or large investors like institutions, the Investment Manager shall provide only public information. Alternatively, the information given to analysts or research persons shall be simultaneously made public at the earliest; and
- F. The Investment Manager shall handle all UPSI on a “need to know” basis, provided that UPSI may be disclosed to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Trust.

**F. Trading when in possession of UPSI**

- 1. If an insider has traded in Units, the trade would be presumed to have motivated by the knowledge and awareness of UPSI in his possession, provided that the insider may prove his innocence by demonstrating the circumstances, including the following:
  - (i). the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same UPSI without being in breach of Regulation 3 of the Insider Trading Regulations and both parties had made a conscious and informed trade decision, provided that such off-market trade shall be reported by the insiders to the Compliance Officer within two working days. The Compliance Officer shall notify the particulars of such trade(s) to the stock exchanges, on which Units are listed, within two trading days from receipt of such disclosure or from becoming aware of such information;
  - (ii). the transaction was carried out through the block deal window mechanism between persons who were in possession of UPSI without being in breach of Regulation 3 of the Insider Trading Regulations and both parties had made a conscious and informed trade decision;
  - (iii). the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a *bona fide* transaction;
  - (iv). the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
  - (v). in the case of non-individual insiders:
    - (a). the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and

- (b). appropriate and adequate arrangements were in place to ensure that the provisions of the Insider Trading Regulations and this policy were not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached; and
  - (vi). the trades were pursuant to a trading plan set up in accordance with paragraph G below.
- 2. In the case of connected persons, the onus of establishing, that they were not in possession of UPSI, shall be on such connected persons and in other cases, the onus would be on SEBI.

## **G. Trading Plans**

- (i). An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (ii). Such trading plan shall:
  - (a). not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - (b). not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which financial results are required to be announced by the Trust and until second trading day after the declaration of such financial results;
  - (c). entail trading for a period of not less than twelve months;
  - (d). not entail overlap of any period for which another trading plan is already in existence;
  - (e). set out either the value of trades to be effected or the number of Units to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - (f). not entail trading in Units for market abuse.
- (iii). The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Insider Trading Regulations and this Policy and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan, provided that:
  - pre-clearance of trades shall not be required for a trade executed as per an approved trading plan; and
  - trading window norms and restrictions on contra-trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- (iv). The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Units outside the scope of the trading plan, provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of

implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available.

Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Units are listed.

## **H. Trading window**

Unless otherwise specified by the Compliance Officer, the trading window shall remain open for trading in Units of the Trust. Further, no Designated Person or their immediate relatives shall trade in the Units of the Trust when the trading window is closed. For the avoidance of doubt, it is clarified that Designated Persons and their immediate relatives shall be eligible to conduct all their dealing in Units either in their own name or in the name of their immediate relatives on any day of the year other than the closed periods mentioned herein.

Notwithstanding the above, the trading window shall be closed for Designated Persons, when the Compliance Officer determines that a Designated Person or class of Designated Persons is reasonably expected to have UPSI, in the event of the following:

- (a). Declaration of financial results;
- (b). Declaration of distribution;
- (c). Any acquisition, disposal or proposed acquisition or disposal of assets of the Trust;
- (d). Change in number of issued and outstanding units; and
- (e). Any other event which, in the sole determination of the Chief Financial Officer of the Investment Manager or Compliance Officer of the Investment Manager, severally, is UPSI.

The trading window shall remain closed for a period of at least two days prior to the board meeting of the Investment Manager in relation to approval of any of the events specified in clause (b) to (e) above and shall open after 48 hours from such information being generally available. The trading window shall remain closed from the end of the period for which financial results are being declared until 48 hours after the declaration of financial results. The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available. The remaining days of the year shall be designated as the “valid trading window”.

The trading window restrictions mentioned shall not apply in respect of:

- (i) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Regulation 4 of the Insider Trading Regulations and in respect of a pledge of Units for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with this Policy and respective regulations made by SEBI;
- (ii) transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition, subscribing to rights issue, further public issue, preferential allotment or tendering of Units in a buy-back offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

The Designated Persons shall make disclosures to the Compliance Officer or the stock exchanges and the Compliance Officer shall make all disclosures required to be made to the stock exchanges, in accordance with applicable law.

The Compliance Officer shall maintain a register in the form set out in **Form I** of the periods when the trading window is closed, wherein the date of closure and opening of the trading window and the purpose for which trading window is closed shall be recorded.

## **I. Pre-clearance of dealings in Units**

### **1. Applicability**

The Designated Persons who intend to deal in the Units either in their own name or in the name of their immediate relatives, when the trading window is open, shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above 10,000 unit to be traded in a single transaction or more than 30,000 units to be traded in series of transactions within seven trading days. However, no Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the trading window is not closed.

2. Application for pre-clearance shall be made only during valid trading window period. Applications submitted during a period when the trading window is closed shall be invalid and will be deemed to have been automatically rejected.

### **3. Pre-clearance Procedure**

The Designated Persons shall make pre-clearance applications to the Compliance Officer. The application shall indicate the estimated number of Units that the Designated Person intends to deal in, the details as to the depository with which he/she has a securities account, the details as to Units in such depository mode and such other details, as may be required by the Compliance Officer, from time to time in this regard.

An undertaking shall be executed in favour of the Trust by each Designated Person incorporating, amongst others, the following clauses as may be applicable:

- (i). that he/she does not have any access or has not received UPSI until the time of providing such undertaking;
- (ii). that in case he/she has access to or receives UPSI after the signing of such undertaking but before the execution of a transaction, he/ she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from dealing in the Units until the time such UPSI becomes public;
- (iii). that he/she has not contravened the provisions of this Policy;
- (iv). that he/she shall hold their investments in Units for a minimum period of six months as and when acquired;
- (v). that he/she undertakes to submit a report within two trading days of execution of the transaction or a 'Nil' report if the transaction is not undertaken;



- (vi). that he/she is aware that, he/she shall be liable to face penal consequences, including any disciplinary action, wage freeze or suspension, in case the above declarations are found to be misleading or incorrect at any time;
- (vii). that he/she undertakes not to transact in Units during periods where the trading window is closed; and
- (viii). that he/she has made a full and true disclosure in the matter.

A combined proforma for application-cum-undertaking for pre-clearance is provided in **Form II**.

All the Designated Persons shall execute documents as may be prescribed by the Compliance Officer from time-to-time. Such application for pre-dealing approval with enclosures must necessarily be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should be compliance@virescent.co.in or to such other e-mail ID as may be notified by the Compliance Officer from time to time.

#### 4. **Approval for pre-clearance for dealing in Units**

- (a). Immediately upon receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon by the Compliance Officer. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in compliance with provisions of this Policy, the Compliance Officer shall endeavour to communicate the pre-clearance immediately but not later than two trading days from the time of receiving the application. Dealing in Units by the Compliance Officer shall require prior clearance from his/ her reporting officer of the Investment Manager, as may be designated from time to time (the “**Reporting Officer**”).
- (b). Every approval letter shall be issued in the format prescribed in **Form III**, or any other format prescribed by the Investment Manager from time to time. Every approval shall be dated and shall be valid for a period of seven trading days from the date of approval, within which trades that have been pre-cleared have to be executed by the Designated Person, failing which fresh pre-clearance would be needed for the trades to be executed.

#### 5. **Completion of Pre-cleared Dealing**

- (a). The Designated Persons who intend to deal in the Units either in their own name or in the name of their immediate relatives shall ensure that they complete execution of every pre-cleared deal in the Units as prescribed above within seven trading days from the date of the approval. The Designated Person shall file within two trading days of the execution of the transaction, the details of such transaction, with the Compliance Officer in the prescribed form. In the event of executing the transaction or not executing the transaction, a report to that effect shall be filed with the Compliance Officer in the form set out in **Form IV**.
- (b). If a deal is not executed by the Designated Person pursuant to the approval granted by the Compliance Officer within seven trading days, within which trades that have been pre-cleared have to be executed by the Designated Person, failing which fresh pre-

clearance would be needed for the trades to be executed. However, if the trading window is closed subsequent to the pre-approval for trading of Units, the pre-approval so granted shall automatically be deemed to be withdrawn if such period is superseded by closure of the trading window.

## 6. **Holding Period**

- (a). A Designated Person who is permitted to trade shall not execute a contra trade during the next six months following the prior transaction. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate this Policy. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (“SEBI”) for credit to the Investor Protection and Education Fund administered by SEBI under the Securities and Exchange Board of India Act, 1992.
- (b). The Compliance Officer shall maintain a register of pre-clearance of trading of Units and record therein the name and designation of the designated person submitting the application, date of the application, date and time of receipt of the application, nature of the transaction, number of Units, consideration value, name of immediate relatives, if the transaction is in the name of immediate relatives and date and details of the actual transaction. This register shall be maintained in the form provided in **Form V**.
- (c). The Compliance Officer shall also maintain a register of “*Waiver of restriction on holding investment in the Units for minimum period of six months*” and shall record thereon the Designated Persons’ details of Units for which waiver is granted, date of waiver and the grounds of the waiver. This register shall be maintained in the form provided in **Form VI**.

## 7. **Advice regarding Pre-Clearance**

Any Designated Person may consult the Compliance Officer, or such other officer designated by the Compliance Officer from time to time, to clarify whether the provisions relating to pre-clearance in this Policy are applicable to any proposed transaction by such Designated Person.

## **J. Disclosure of Trading by Insiders**

### (i). **Initial Disclosure**

Every Designated Person appointed subsequently shall disclose his/her holding of Units as on the date of appointment to the Investment Manager in the form provided in **Form VII – A** within seven days of such appointment.

### (ii). **Continual Disclosure**

- (a). Every Designated Person shall disclose in **Form VII – C** to the Investment Manager, the number of Units acquired or disposed of within two trading days of such transaction if the value of the Units traded, whether in one transaction or a series of transactions

over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by SEBI from time to time.

- (b). The Investment Manager shall notify the particulars of such trading to the stock exchange(s) on which the Units are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

*Explanation* — It is clarified for the avoidance of doubt that the disclosure of the incremental transactions after any disclosure under this paragraph shall be made when the transactions effected after the prior disclosure cross the threshold specified in paragraph (ii)(a) above.

(iii). **Disclosure by other connected persons**

Any other connected person or class of connected persons may be required to make disclosures of holdings and trading in Units in at such frequency as may be determined by the Investment Manager from time to time.

(iv). **Annual Disclosure by Designated Person**

Each Designated Person is required to make disclosures in the form set out in **Form VIII** with regard to their immediate relatives and persons with whom they share a ‘material financial relationship’ on an annual basis and upon any change in previously provided information under this paragraph.

- (v). The Compliance Officer shall maintain records of all initial disclosure, continual disclosure and disclosure by other connected person received under paragraphs (i), (ii) and (iii) above for a minimum period of five years in the form set out in **Form IX**.

**K. Policy on leak or suspected leak of UPSI**

(a). **Definitions**

- (i). “**Enquiry Committee**” shall mean the enquiry committee constituted by the Board to investigate instances, allegations or suspicion of a Leak (as defined hereinafter) in accordance with the principles laid down in this Policy.
- (ii). “**Leak**” shall mean dissemination of any UPSI by any Designated Person or connected person or any other person in possession of UPSI, to any person other than those persons authorized by the Board or the Compliance Officer to handle UPSI in accordance with the Insider Trading Regulations, and the term “**Leaked**” shall be construed accordingly.

(b). **Procedure for inquiry in case of a Leak or suspected Leak**

1. Upon becoming aware of any Leak or any allegations or suspicions of a Leak, including, by way of:
  - (i). communication received from regulatory authorities; or
  - (ii). a written complaint, email or any social media communication received from a whistle-blower; or

(iii). Investment Manager's own internal monitoring, etc.,

the Board shall, in consultation with the Compliance Officer, evaluate and determine if the matter merits any enquiry or investigation. It is clarified that market rumours, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Board shall, in consultation with the Compliance Officer, have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case.

2. In the event the Board decides that the matter warrants an investigation, it shall promptly constitute an Enquiry Committee, comprising such persons as the Board deems fit, to undertake a fact-finding exercise in the matter (the "**Enquiry**").
3. As an initial step, the Enquiry Committee shall undertake a preliminary investigation and analyse the accuracy of the allegation or suspicion of Leak ("**Initial Assessment**") by taking the necessary steps, such as:
  - (a). assessing the source and type of complaint, allegation or suspicion;
  - (b). assessing the nature of Leak or suspected Leak, in order to determine the scope of investigation, the parties who had access to the UPSI and the manner in which it could have been Leaked; and
  - (c). conducting interviews with the complainant, in the event his or her identity is known, and other relevant stakeholders, in connection with the matter and maintaining confidentiality as to the identity of the complainant as a safeguard against his or her victimization.
4. On the basis of the outcome of the Initial Assessment, the Enquiry Committee shall determine if:
  - (i). the allegation or suspicion is frivolous or immaterial in nature, and requires no further action; or
  - (ii). the matter requires further internal diligence and investigation.

The Enquiry Committee will report its findings to the Board along with a summary of the process followed, its recommendations and reasons thereof. Based on the report and recommendations of the Enquiry Committee, the Board shall discuss and decide if the matter requires to be investigated further.

5. If the Board requires the Enquiry Committee to undertake a detailed investigation, the Enquiry Committee shall conduct the Enquiry and take all requisite steps, including but not limited to, the following:
  - (i). identifying the medium through which the leaked UPSI was disclosed or communicated;
  - (ii). conducting a confidential investigation into the activities of the persons that typically handled, or had knowledge of the UPSI in question, in an un-intrusive

manner, including by reviewing the relevant documents, audit trails, and conducting interviews, where deemed necessary;

- (iii). appointing external advisors or professionals to assist in the conduct of Enquiry; and
  - (iv). re-assessing the internal controls and measures implemented by the Investment Manager for identifying deficiencies, if any, in such controls and measures, and recommending improvements to the same.
6. The Enquiry Committee will ensure that the details in relation to the Enquiry, including the Initial Assessment, are shared within and outside the organisation strictly on a “need to know” basis. In cases where the Enquiry has been initiated based on a complaint from a whistle-blower, the Enquiry Committee will keep the identity of the whistle-blower confidential.
  7. In the conduct of Enquiry, the Enquiry Committee shall have due regard to the principles of natural justice, and will provide an opportunity of being heard and making submissions, etc., to the persons against whom allegations of Leak have been levelled. The Enquiry Committee will be required to consider the same while arriving at its conclusions.
  8. Once the Enquiry is concluded:
    - (i). the Enquiry Committee will intimate the Board of its findings, along with a summary of the process followed while conducting the investigation;
    - (ii). if the Enquiry Committee is of the opinion that a Leak has occurred, and in the event the Enquiry Committee has identified the person responsible for, or involved in the Leak, it will make appropriate recommendations to the Board for the actions to be taken in that regard, including ‘disciplinary action’ such as dismissal, wage freeze, penalty, suspension, recovery, clawback and ineligibility for future participation in employee stock option plans, etc.; and
    - (iii). it is clarified that any action taken by SEBI for violation of the Insider Trading Regulations and any other applicable law shall not preclude the Board from taking any disciplinary action in accordance with the recommendations of the Enquiry Committee. The Board shall, as appropriate, take disciplinary and penal action and any other steps it deems necessary, against the persons identified as being responsible for, or involved in, the Leak.
  9. The Enquiry Committee shall strive to conclude the Enquiry within a reasonable period from its commencement. It is clarified that the period for conclusion of the Enquiry may be extended with the prior permission of the Board if the circumstances so require.
  10. The Board shall also inform SEBI of the outcome of the Enquiry and the steps taken by the Board in that regard.

## **L. Whistleblower Policy for insider trading**

### **(i). Definitions**

- (a). “**Protected Disclosure**” shall mean any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity in contradiction to this policy.
- (b). “**Whistleblower**” means any employee of the Investment Manager, Sponsor, Trustee, Project Manager or any of the special purpose vehicles held by the Trust making any Protected Disclosure under this policy.

(ii). **Protected Disclosure by a Whistleblower**

- (a). Any Protected Disclosure should be made by the relevant Whistleblower to the Compliance Officer.
- (b). Protected Disclosure should be in writing so as to ensure a clear understanding of the issues raised and should be either typed or written in legible writing in English, Hindi or a regional language. The protective disclosure or reporting can also be made by electronic mail.
- (c). Protected Disclosure should be forwarded with a cover letter which shall bear the identity of the Whistleblower.
- (d). Protected Disclosure should be factual and not speculative and should contain as much specific information as possible in order to allow proper investigation.
- (e). The Whistleblower is not required or expected to conduct any investigation and shall not have the right to participate in any investigation conducted by the Compliance Officer in relation to Protected Disclosure made by such Whistleblower.

(iii). **Responsibilities of the Compliance Officer**

- (a). All Protected Disclosure shall be handled promptly and shall be coordinated by the Compliance Officer.
- (b). The Compliance Officer shall ensure that all relevant records documents and other evidence is being immediately taken into custody and being protected from being tampered with, destroyed or removed by suspected perpetrators or by any other official under the influence of such perpetrators.
- (c). The Compliance Officer shall preliminarily examine the Protected Disclosure, including the identity, name, employee number and address of the Whistleblower, to ensure that the Protected Disclosure is factual and not baseless and contains as much specific information as possible to allow the empowered committee (“**Empowered Committee**”) to take an appropriate decision in relation to the Protected Disclosure.
- (d). The Compliance Officer will review the Protected Disclosure and conclude if the Protected Disclosure is of administrative or disciplinary nature or it requires further investigation and shall determine the appropriate course of action, including closure of the complaint by the relevant Whistleblower.

- (e). The Compliance Officer, on finding the Protected Disclosure to be proper, shall forward the details of the Protected Disclosure to the Empowered Committee. The Compliance Officer, on finding the Protected Disclosure to be improper, shall reject the complaint, with a report in this regard to the Empowered Committee.

(iv). **Safeguards**

- (a). In case the Protected Disclosure relates to the Compliance Officer, the same shall be reported directly to the Reporting Officer of the Investment Manager.
- (b). The Investment Manager shall ensure that no Whistleblower who has made any Protected Disclosure is subjected to victimization by initiation of any proceedings or otherwise merely on the grounds that such Whistleblower had made any Protected Disclosure or rendered assistance in any inquiry.
- (c). If any Whistleblower is being victimized or likely to be victimized on the ground of making any Protected Disclosure, filing a complaint or rendering assistance in any inquiry pursuant to the Protected Disclosure made by such Whistleblower, such Whistleblower may file an application to the chairman, managing director or the audit committee of the Investment Manager, seeking redress in the matter and such authority shall take such action as it deems fit and may give suitable directions to protect the Whistleblower being victimized and avoid any further victimization.
- (d). Every effort will be made to protect Whistleblowers' identity and under no circumstances shall such identity be discussed with any unauthorized person. Utmost care should be taken by the Compliance Officer that the Protected Disclosure made by any Whistleblower is kept confidential and identity of the Whistleblower is not revealed. In case any such information is disclosed, necessary action shall be taken against the concerned employee making such disclosure.

(v). **Empowered Committee**

- (a). The Empowered Committee shall comprise such members, as may be appointed by the Board.  
  
However, it must be ensured that the Empowered Committee should not consist of members against whom, or any employee of the department of the relevant members, disclosure/complaint is made.
- (b). The Empowered Committee will apply due diligence on Protected Disclosure received from the Compliance Officer and conclude if it is of administrative or of disciplinary nature and whether it requires further investigation or decide appropriate course of action including closure of the complaint. The decision taken by the Empowered Committee on the Protected Disclosure along with its justification shall be put up to Board or to any person authorised by the Board in this regard for approval.
- (c). Any action which may be required to be taken in this regard pursuant to the rules, regulations, guidelines framed in respect of the Sponsor, shall be taken in accordance with such rules, regulations or guidelines, as the case may be.

- (d). At every stage from receipt of the disclosure or complaint, as the case may be, to the outcome of the investigation, utmost effort shall be made to protect the identity of the complainant or Whistleblower.

**M. Disclosure of UPSI for legitimate purposes**

- (i). The term “legitimate purposes” shall be construed in accordance with the following principles:
  - (a). Sharing of UPSI in the ordinary course of business by any insider with existing or proposed partners, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, valuers, insolvency professionals or other advisors or consultants of any of the Trust, the Sponsor, the Investment Manager, the Project Manager, special purpose vehicles of the Trust and the Trustee;
  - (b). Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Compliance Officer;
  - (c). Sharing of UPSI with a court of law or any governmental authority or a regulatory body on the basis of any order issued by them; and
  - (d). Sharing of UPSI for any other purpose as may be prescribed under the InvIT Regulations or any other applicable regulations, guidelines, circulars or notifications issued by SEBI from time to time or any other law for the time being in force, as may be amended from time to time.
- (ii). The Compliance Officer shall maintain a digital database of all persons with whom UPSI is shared for any legitimate purpose, in the following manner:
  - (i) in case of individuals, details such as name of the recipient of UPSI, name of the organisation with which he or she is affiliated, postal address and e-mail id and Permanent Account Number or in its absence Unique Identification Number allotted by UIDAI, of such persons; and
  - (ii) in case of entities, details such as name of the entity, place of registered office, names of all natural persons associated with the entity having reasonable access to the UPSI and Permanent Account Number of such entity and natural personnel.

The Compliance Officer shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

- (iii). Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Insider Trading Regulations and shall be responsible for maintaining confidentiality of such UPSI. Any person who receives UPSI for legitimate purpose shall also be served a notice prior to sharing of UPSI making them aware of nature of the information, the obligation to maintain confidentiality in compliance with the Insider Trading Regulations and liabilities attached thereto in case of misuse or unauthorized disclosure or leakage of that information.

**N. Conflict with Applicable Law**

The Policy shall not contradict with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or Insider Trading Regulations, as



amended, to the extent applicable, or any other applicable law. In case of any discrepancy, the provisions of applicable law shall prevail over the provisions of this Policy.

**O. Amendment**

- (i) Any amendment to this Policy shall be undertaken by the board of directors of the Investment Manager or by any committee constituted thereof, in compliance with applicable law.
- (ii) Notwithstanding the above, this Policy will stand amended to the extent of any change in applicable law, including any amendment to the InvIT Regulations, without any action from the Investment Manager or approval of the unitholders of the Trust.

Adopted by the Board of Highway Concessions One Private Limited on behalf of the Trust on [●], 2021.

Certified True Copy

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Authorised Signatory

Name: [●]

Designation: [●]

**Form I**

**REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW**

<b>Sr. No.</b>	<b>Purpose for which trading window closed</b>	<b>Start date of closure of trading window</b>	<b>Date of notifying closure of trading window, if any</b>	<b>Date of opening of trading window</b>	<b>Date of notifying opening of trading window</b>	<b>Remarks</b>

**Form II**

**APPLICATION FOR PRE-CLEARANCE OF TRADES IN UNITS**

To:

**The Compliance Officer**  
Highways Infrastructure Trust

Dear Sir/ Ma'am,

Pursuant to the Policy on Unpublished Price Sensitive Information and Dealing in Units by the Parties to Highways Infrastructure Trust, I seek approval for [purchase/sale/subscription] of Units as per the details given below:

Name:   
Employee No:   
Designation:   
Department:   
Date of joining or  
becoming a  
Designated Person:

Sr. No.	No. of Units held (including the immediate relatives as on the date of application)	Folio No. / DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of Units to be dealt
1	2	3	4	5
Estimated consideration value	Whether proposed transaction is in self-name or in the name of immediate relatives	Name of immediate relatives, if the transaction is in the name of the immediate relatives	Date of Purchase/allotment	Previous approval number and date of purchase/ allotment
6	7	8	9	10

**UNDERTAKING**

In this connection I solemnly confirm and declare:

- (a) that I do not have access and/or have not received any UPSI up to the time of signing this undertaking;
- (b) that in case I have access to or receive UPSI after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall refrain from dealing in Units till the time such information becomes public;
- (c) that I have not contravened the Policy on Unpublished Price Sensitive Information and Dealing in

- Units by the Parties to Highways Infrastructure Trust.
- (d). [that I shall hold the Units for a minimum period of six months from the date of purchase / that I have complied with the requirement of the minimum holding period of six months with respect to the Units sold] [**Note:** Please retain as applicable.].
  - (e). that I undertake to submit the necessary report within two trading days of execution of the transaction/a 'Nil' report, if the transaction is not undertaken.
  - (f). that I am aware that, I shall be liable to face penal consequences as set forth in the Policy including disciplinary action, wage freeze or suspension, in case the above declarations are found to be misleading or incorrect at any time.
  - (g). that I hereby undertake not to transact in Units in the sanctioned period in case trading window is declared closed subsequently.
  - (h). that I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of the Policy on Unpublished Price Sensitive Information and Dealing in Units by the Parties to Highways Infrastructure Trust.

\_\_\_\_\_  
Signature

Name and [●]  
Designation:  
Department: [●]  
Official Address: [●]  
Telephone and e-mail: [●]  
VOIP No. (if any): [●]  
Mobile No.: [●]

Date: [●]  
Place: [●]

FOR OFFICE USE

Serial number of the application received: [●]  
Date and time of receipt of the Application: [●]  
Date and time of communication of the pre-clearance or otherwise: [●]  
Reasons for not giving pre-clearance: [●]

\_\_\_\_\_  
**Signature of the Compliance Officer**

**Form III**

**LETTER OF INTIMATION OF PRE-CLEARANCE**

Name: [●]  
Employee No: [●]  
Designation: [●]

Dear Sir,

With reference to your above application seeking approval for undertaking certain transactions in Units detailed therein please be informed that you are hereby [authorized/not authorized] to undertake the transaction(s) as detailed in your said application. Kindly note that in terms of the Policy on Unpublished Price Sensitive Information and Dealing in Units by the Parties to Highways Infrastructure Trust (the “**Policy**”), as adopted by the Board on [●], 2021, the above mentioned transaction is to be completed within seven trading days of the pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid until [●] (i.e. for seven trading days). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Units. Further, you are required to file the details of the executed transactions in the format provided in **Form IV** of the Policy, within two trading days from the date of transaction /deal. In case the transaction is not undertaken, a ‘Nil’ report shall be given.

[Kindly also note that in terms of the Policy, the Units to be bought shall be held for a minimum period of six months from the date of the purchase / Kindly also note that in terms of the Policy, the Units to be sold should have been held for a minimum period of six months prior to the date of sale].

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

**For and on behalf of Highway Concessions One Private Limited**

**Compliance Officer**

**Form IV**

**FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

[To be submitted within two trading days of transaction/dealing in Units]

Date: [●]

To:

**The Compliance Officer**  
**Highway Concessions One Private Limited**  
[●] [Insert Address]

Dear Sir,

**DETAILS OF PRE-APPROVED TRANSACTION**

**Ref: Your Approval letter No. [●] dated [●]**

I hereby inform you that I/we [have not bought/sold/subscribed any Units/ have bought/sold/subscribed to [●][Insert number of Units] Units as mentioned below on [●][Insert date]:]

<b>Name of holder</b>	<b>First or joint holder</b>	<b>No. of Units dealt with</b>	<b>Bought / Sold/ Subscribed</b>	<b>DP ID/CLIENT ID (electronic form) or Folio no. for physical where the units will be debited or credited</b>	<b>Price (₹)</b>

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI/ any other regulatory authority any of the following documents:

- Broker's contract note.
- Proof of payment to/from brokers.
- Extract of bank passbook/statement (to be submitted in case of demat transactions).
- Copy of Delivery instruction slip (applicable in case of sale transaction).

I declare that the above information is correct and that no provisions of the Policy on Unpublished Price Sensitive Information and Dealing in Units by the Parties to Highways Infrastructure Trust and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Units for a minimum period of six months. In case there is any urgent need to sell these units within the said period, I shall approach the Investment Manager (through the Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature: \_\_\_\_\_

Name: [●]

Employee No.: [●]

Department: [●]  
Official Address: [●]  
Telephone: [●]  
E-mail: [●]  
VOIP No. (if any): [●]  
Mobile No.: [●]

*\* Strike off whichever is not applicable*

**Form V**

**REGISTER OF PRE-CLEARANCE FOR TRADE IN UNITS**

<b>Sr. No</b>	<b>Name</b>	<b>Designation</b>	<b>Department</b>	<b>Date and Time of Receipt of Preclearance application</b>	<b>Nature of Transaction (Purchase or Sale)</b>	<b>Estimated Number of Units Indicated in the Application</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>

<b>Estimated Consideration Value Indicated in the Application</b>	<b>Name of the Immediate Relatives if the Transaction is in the Name of the Immediate Relatives</b>	<b>Date of Communication of the Clearance by the Compliance Officer</b>	<b>Reasons for Non-Clearance, if not cleared</b>	<b>Number of Units Actually Traded, if Intimated</b>	<b>Remarks</b>
<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>	<b>12</b>	<b>13</b>



**Form VI**

**REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF UNITS WITHIN  
SIX MONTHS OF ACQUISITION**

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Department</b>	<b>Name of the immediate relatives, if the units held in the name of immediate relatives</b>	<b>Number of Units</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>

<b>Consideration value</b>	<b>Reasons for waiver</b>	<b>Date of waiver</b>	<b>Remarks</b>
<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>

**Form VII – A**

<b>Name, PAN, CIN/DIN &amp; address with contact no.</b>	<b>Category of Designated Person (Directors / Key Managerial Personnel / Others)</b>	<b>Date of appointment as a Designated Person</b>	<b>Units held as on the date of appointment as a Designated Person</b>	<b>% of Unitholding</b>
1	2	3	4	5
[•]	[•]	[•]	[•]	[•]

**Form VII – B**

Name, PAN, CIN/DIN, and address with contact no.	Category of Designated Person (Director / Key Managerial Personnel / Others)	Units held prior to acquisition/disposal		Units acquired/Disposed			Units held post acquisition/disposal		Date of allotment advice/acquisition of Units/sale of Units specify		Date of intimation to the Investment Manager	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Number of Units held	% of Unitholding	Number	Value	Transaction Type (Buy/Sale/Pledge / Revoke / Invoke )	Number of Units held	% of Unitholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

**Form VIII**

**ANNUAL DISCLOSURE BY DESIGNATED PERSONS WITH REGARD TO THEIR IMMEDIATE RELATIVES AND PERSONS WITH WHOM THEY SHARE A ‘MATERIAL FINANCIAL RELATIONSHIP’**

Date: [●]

To:

**The Compliance Officer**

**Highway Concessions One Private Limited (in its capacity as the Investment Manager of the Highways Infrastructure Trust)**

[●] *[Insert Address]*

Name of the Designated Person	Department and Employee Number	Permanent Account Number	Phone / Mobile Number	Email ID
[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]

[Note: Name of the educational institution from which Designated Person has graduated and the past employers are also required to be disclosed on one time basis.]

Name of Immediate Relative of Designated Person	Permanent Account Number	Phone / Mobile Number	Email ID
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]

Name of person with whom Designated Person shares “material financial relationship”	Permanent Account Number	Phone / Mobile Number	Email ID
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]

Yours truly,

Signature: \_\_\_\_\_

Name: [●]  
 Employee No.: [●]  
 Department: [●]  
 Official Address: [●]  
 Telephone: [●]  
 E-mail: [●]  
 VOIP No. (if any): [●]  
 Mobile No.: [●]

**Form IX**

**REGISTER OF DISCLOSURE OF UNITHOLDING**

INITIAL DISCLOSURE							
Name, Designation & Emp. No. / Pan / Phone or Mobile Number / Email Id	Department	Date of Appointment of the Designated Person	Date of Receipt of Information	Number of Units	Date of Acquisition	Consideration Value	Name (If Units held in the name of Immediate Relatives)
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

CONTINUAL DISCLOSURE							
Name, Designation & Emp. No. / Pan / Phone or Mobile Number/ Email Id	Department	Date of Appointment of the Designated Person	Date of Receipt of Information	Number of Units	Date of Acquisition	Consideration Value	Name (If Units held in the name of Immediate Relatives)
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

DISCLOSURE BY OTHER CONNECTED PERSON			
Name / PAN / Phone or Mobile Number / Email Id	Date of Receipt of Information	Number of Units	Consideration Value
[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]