

Date: October 18, 2023

To

National Stock Exchange of India Limited Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E), Mumbai-400051 Symbol- HIGHWAYS	BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai- 400001 Scrip Code: 974227 & 974228
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Sub: Submission of Compliance Report on Corporate Governance for the quarter ended on September 30, 2023

Dear Sir/ Madam,

Pursuant to Regulation 26K of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 read with SEBI Master Circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 06, 2023, we hereby submit the Compliance Report on Corporate Governance of Highways Infrastructure Trust for the quarter ended on September 30, 2023.

You are requested to take the same on record.

Thanking you,

For **Highway Concessions One Private Limited**

(acting in its capacity as the Investment Manager of Highways Infrastructure Trust)

Kunjal Shah
Company Secretary and Compliance Officer

Place: Mumbai

CC:-

Axis Trustee Services Limited ("Trustee of the InvIT") Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, Maharashtra, India	Catalyst Trusteeship Limited ("Debenture Trustee") Windsor, 6th floor, Office No.604, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400098 Maharashtra, India
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Quarterly Compliance Report on Corporate Governance

ANNEXURE A

1. Name of InvIT – Highways Infrastructure Trust

2. Name of the Investment manager – Highway Concessions One Private Limited

3. Quarter ending – September 30, 2023

I. Composition of Board of Directors of the Investment Manager											
Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson / Non-Independent / Independent / Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	No. of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	No of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of memberships in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)	Number of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)
Mr.	Neeraj Sanghi	05110400	CEO cum Whole-Time Director	17-12-2021		-	-	1	0	1	0
Mr.	Hardik Bhadrak Shah	06648474	Non-Executive - Non Independent Director	17-12-2021		-	-	2	0	1	0

Ms.	Ami Momaya	06836758	Non-Executive - Non Independent Director	24-01-2022		-	-	2	0	3	0
Mr.	Janakiraman Subramanian	05299205	Non-Executive Independent Director	04-03-2022	04-03-2022	-	18.27 months	1	1	2	2
Mr.	Manish Agarwal	09730028	Non-Executive Independent Director	14-09-2022	14-09-2022	-	12.17 months	1	1	0	0
Ms.	Sudha Krishnan	02885630	Non-Executive Independent Director	14-09-2022	14-09-2022	-	12.17 months	1	1	1	0

Regular chairperson appointed – **No**

Chairperson is related to managing director or CEO – **No**

** Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.*

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Non-Independent/Independent /Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Mr. Janakiraman Subramanian	Chairperson (Non-Executive - Independent Director)	15-11-2022	
		Ms. Sudha Krishnan	(Member) Non-Executive - Independent Director	15-11-2022	
		Mr. Hardik Bhadrak Shah	(Member) Non-Executive - Non-Independent Director	15-11-2022	
2. Nomination and Remuneration Committee	YES	Ms. Sudha Krishnan	(Member) Non-Executive Independent Director	15-11-2022	
		Mr. Manish Agarwal	(Chairperson) Non-Executive Independent Director	15-11-2022	
		Mr. Janakiraman Subramanian	(Member) Non-Executive Independent Director	31-03-2023	
3. Risk Management Committee	NO, Chairperson for the committee is elected at the committee meeting	Mr. Neeraj Sanghi	(Member) CEO cum Whole-Time Director	15-11-2022	
		Mr. Manish Agarwal	(Member) Non-Executive Independent Director	15-11-2022	
		Mr. Narayanan Doraiswamy	(Member) Chief Financial Officer	15-11-2022	
4. Stakeholders Relationship	YES	Mr. Janakiraman Subramanian	Chairperson (Non-Executive Independent Director)	15-11-2022	

Committee		Mr. Neeraj Sanghi	(Member) CEO cum Whole-Time Director	15-11-2022	
		Ms. Ami Vinoo Momaya	(Member) Non-Executive Non-Independent Director	15-11-2022	
5. InvIT Committee	NO; Chairperson for the committee is elected at the committee meeting	Mr. Neeraj Sanghi	(Member) CEO cum Whole-Time Director	15-11-2022	
		Ms. Ami Vinoo Momaya	(Member) Non-Executive Non-Independent Director	15-11-2022	
6. Investment Committee	NO; Chairperson for the committee is elected at the committee meeting	Mr. Neeraj Sanghi	(Member) CEO cum Whole-Time Director	15-11-2022	
		Mr. Hardik Bhadrak Shah	(Member) Non-Executive – Non-Independent Director	15-11-2022	
		Mr. Sudha Krishnan	(Member) Non-Executive Independent Director	15-11-2022	
		Mr. Manish Agarwal	(Member) Non-Executive Independent Director	15-11-2022	
7. ESG Committee	NO; Chairperson for the committee is elected at the committee meeting	Mr. Manish Agrawal	(Member) Non-Executive Independent Director	19-05-2023	
		Ms. Ami Vinoo Momaya	(Member) Non-Executive Non-Independent Director	18-08-2022	
		Mr. Neeraj Sanghi	(Member) CEO cum Whole-Time Director	18-08-2022	
8. Ethics Committee	NO; Chairperson for the committee is elected at the committee meeting	Ms. Meghana Singh	(Member) General Counsel	19-05-2023	
		Mr. Narayanan Doraiswamy	(Member) Chief Financial Officer	19-05-2023	
		Mr. Vidyadhar Dabholkar	(Member) Head of Human Resources	19-05-2023	

III. Meetings of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)*
19-05-2023	-	-	-	-	-
-	06-07-2023	YES	5	3	47
-	11-08-2023	YES	6	3	35

	31-08-2023	YES	5	3	19
	25-09-2023	YES	5	3	24

* Excluding the date of meetings held in previous quarter

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days) **
Audit Committee					
-	-	-	-	19-05-2023	-
06-07-2023	YES	3	2	-	47
11-08-2023	YES	3	2	-	35
25-09-2023	YES	2	2	-	44
Nomination and Remuneration Committee					
31.08.2023	YES	3	3	-	159
25.09.2023	YES	3	3	-	24
Risk Management Committee					
No meeting held in the current quarter ended September 30, 2023				-	-
Stakeholder Relationship Committee					
No meeting held in the current quarter ended September 30, 2023				19-05-2023	99
Investment Committee					
-	-	-	-	20-04-2023	26
-	-	-	-	26-04-2023	5
-	-	-	-	19-05-2023	22
-	-	-	-	29-06-2023	40
24-07-2023	YES	4	2	-	24

11-08-2023	YES	3	2	-	17
25-09-2023	YES	3	2	-	44
ESG Committee					
-	-	-	-	19-06-2023	NA
06-07-2023	YES	2	1	-	16
				-	-
Ethics Committee					
18-08-2023	YES	3 [#]	NA	-	-
<p><i>* Representing for the current quarter meetings.</i></p> <p><i>** Excluding the date of meetings held in previous quarter</i></p> <p><i># The ESG Committee consists of members other than Director</i></p>					

V. Affirmations

1. The composition of Board of Directors is in terms of the SEBI (Infrastructure Investment Trusts) Regulations, 2014.
2. The composition of the following Committees is in terms of the SEBI (Infrastructure Investment Trusts) Regulations, 2014;
 - a. Audit Committee;
 - b. Nomination and Remuneration Committee;
 - c. Stakeholders Relationship Committee;
 - d. Risk management Committee.
3. The Committee members have been made aware of their powers, role and responsibilities as specified in the SEBI (Infrastructure Investment Trusts) Regulations, 2014.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in the SEBI (Infrastructure Investment Trusts) Regulations, 2014.
5. This report and/or the report submitted in the previous quarter has been placed before of the Board of Directors of the Investment Manager i.e. Highway Concessions One Private Limited.
Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For **Highway Concessions One Private Limited**

(Acting in its capacity as Investment Manager of Highways Infrastructure Trust)

Name: Kunjal Shah

Designation: Company Secretary and Compliance Officer

ACS No. A27382

Place: Mumbai