

Date: June 25, 2024

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. Security Code - 974227, 974228, 975333 & 725795
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Sub: Submission of Compliance Report on Corporate Governance for the Financial Year ended on March 31, 2024.

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/2024/44 dated May 15, 2024, we hereby submit the Compliance Report on Corporate Governance of Highways Infrastructure Trust for the financial year ended on March 31, 2024.

You are requested to take the same on record.

Thanking you,

For Highway Concessions One Private Limited
(acting as an Investment Manager of Highways Infrastructure Trust)

Kunjil Shah
Company Secretary & Compliance Officer

Place: Mumbai

CC:

Axis Trustee Services Limited ("Trustee of the InvIT") Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai-400025.	Catalyst Trusteeship Limited ("Debenture Trustee") 901, 9th Floor, Tower B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai-00013.
ICICI Bank Ltd. ("Issuing & Paying Agent") ICICI Bank Towers, Bandra Kurla Complex, Bandra, (East), Mumbai - 400051.	

PART C

COMPLIANCE REPORT ON GOVERNANCE – AFFIRMATIONS

1. Name of InvIT- Highways Infrastructure Trust
2. Name of the Investment Manager – Highway Concessions One Private Limited
3. Year ending – March 31, 2024

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No /NA)
<i>Copy of annual report of the InvIT including balance sheet, profit and loss account, governance report, secretarial compliance report displayed on Website</i>	<i>26J, 26K and the Master Circular</i>	<i>Yes¹</i>
<i>Presence of Chairperson of Audit Committee at the Annual Meeting of Unitholders</i>	<i>26G</i>	<i>Yes²</i>
<i>Presence of Chairperson of the Nomination and Remuneration Committee at the Annual Meeting of Unitholders</i>	<i>26G</i>	<i>Yes²</i>
<i>Presence of Chairperson of the Stakeholder Relationship Committee at the Annual Meeting of Unitholders</i>	<i>26G</i>	<i>Yes²</i>
<i>Whether “Governance Report” and “Secretarial Compliance Report” disclosed in Annual Report of the InvIT</i>	<i>26J and 26K</i>	<i>NA³</i>
<p>Note:-</p> <ol style="list-style-type: none"> 1. <i>The Annual Report (including balance sheet, profit and loss account is displayed on the website) for FY 2022-23 which was approved during FY 2023-24. The requirement of including Governance Report and Secretarial Compliance Report was not applicable for the said Annual Report. Further, the Annual Report of the InvIT including balance sheet, profit and loss account, governance report, secretarial compliance report for FY 2023-24 will be displayed on the website upon dispatch of the same to the Unitholders and submitting to the stock exchange.</i> 2. <i>For the annual meeting of the unitholders (first annual meeting) held during the financial year 2023-24.</i> 3. <i>Requirement of including Governance Report and Secretarial Compliance Report was not applicable for the Annual Report for FY 2022-23 as the provisions relating to same were applicable from April 1, 2023 and further the as the format for the same was made applicable vide SEBI Circular dated June 26, 2023, the same will be included in the Annual Reports from FY 2023-24 onwards.</i> 		
<p>For Highway Concessions One Private Limited <i>(acting as an Investment Manager of Highways Infrastructure Trust)</i></p> <p>Kunjai Shah Company Secretary & Compliance Officer</p> <p>Place: Mumbai</p>		