

**Date: January 30, 2024**

**Axis Trustee Services Limited**

The Ruby, 2<sup>nd</sup> Floor, SW,  
29 Senapati Bapat Marg,  
Dadar West, Mumbai-400 028,  
Maharashtra, India

Dear Sir/Madam,

**Sub: Quarterly Report and Compliance Certificate as per reg. 9(3), 9(9), 10 under Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 for the quarter ended on December 31, 2023**

We, Highway Concessions One Private Limited (“**HC1/IM**”) acting in the capacity of the investment manager of Highways Infrastructure Trust (the “**Trust**”), pursuant to Regulation 9(3), 9(9) and Regulation 10 of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“**INVIT Regulations**”), do hereby confirm that: -

1. We are in compliance with the SEBI Regulations, specifically with Regulations 9, 10, 18, 19 and 20 of INVIT Regulations, 2014 as amended from time to time and circulars issued thereunder, and all other reporting and disclosure requirements for the quarter ended on December 31, 2023.
2. We have maintained minimum level of public holding as required under Regulation 14(1A) of the INVIT Regulations, 2014. The current unitholding structure is set out as Annexure 12.
3. All applicable Insurance policies are obtained, renewed and operational on the assets of INVIT and that such insurances are valid and enforceable. The premium in respect of the insurance policies is paid on timely basis.
4. We on behalf of Highways Infrastructure Trust are maintaining a functional website ([www.highwaystrust.com](http://www.highwaystrust.com)) for the INVIT as per the contents and the relevant information about INVIT as specified in Chapter 4 of Master Circular for INVITs 2023. We further confirm that the contents are being updated within 2 (two) days of any changes / developments which trigger a need for an update on the website.
5. We are registered on SCORES platform to handle investor complaints electronically, and all complaints were resolved and redressed within the timeline prescribed by SEBI. No Investor complaints were received/disposed off or pending at the end of quarter ending December 31, 2023.
6. There were/are no events or information or happenings which have a bearing on the performance/operation of the Investment Manager/INVIT, or change in shareholding/control of the

Investment Manager or Project Manager or sponsor save for the following which were duly reported to the parties to INVIT and SEBI:-

- a) Mr. Narayanan Doraiswamy ceased to be the Chief Financial Officer (and a part of Key Managerial Personnel (KMP) and Senior Management) of the Investment Manager from December 31, 2023 and Mr. Abhishek Chhajer commence his position as the Chief Financial Officer of the Investment Manager from January 1, 2024.
- b) Change in committee composition:
  - (i) Risk Management Committee: Mr. Narayanan Doraiswamy has ceased to be a member of the Risk Management Committee w.e.f. November 9, 2023 and Mr. Abhishek Chhajer has taken this position from the same day.
  - (ii) Ethics and Compliance Committee: Mr. Narayanan Doraiswamy has ceased to be a member of the Ethics and Compliance Committee w.e.f. November 9, 2023 and Mr. Abhishek Chhajer has taken this position from the same day.
- c) On January 10, 2023, the unitholders of the Trust have approved the following items via Postal ballot notice (read with Corrigendum to the Postal Ballot Notice):-
  - (i) the proposed acquisition of the (i) Up to 83.61% of equity share capital in M/s. Gujarat Road and Infrastructure Company Limited ("GRICL") owned by M/s. MAIF Investments India Pte. Ltd ("MAIF 1") and other shareholders of GRICL (as applicable) and 100% of equity share capital in M/s. Swarna Tollway Private Limited ("STPL"), owned by M/s. MAIF Investments India 3 Pte. Ltd ("MAIF 2");
  - (ii) the issuance of units of the HIT for an aggregate amount not exceeding approximately INR 21,900 million on a preferential basis; and
  - (iii) the amendment and/or restatement in the Investment Management Agreement and Trust Deed.
- d) The following material corporate activities were undertaken during the quarter ending December 31, 2023 and the period ending until the date of issuance of this report :
  - i. Rights Issue: On October 13, 2023, 6,59,31,294 units of the HIT at a price of INR77.96 per unit aggregating to approximately INR 5,140.00 million were allotted on a rights basis to the eligible unitholders of Highways Trust who have submitted bids under the rights issue. The units so issued were listed on October 17, 2023.
  - ii. Commercial Paper Issuance: On October 31, 2023, 5,500 commercial papers having maturity of INR 5,00,000/- each and aggregate maturity value of INR 2750 million-at issue price of INR 4,65,295.50/- only each aggregating to INR 2559.13/- million were allotted. The same was listed on the same day.

- iii. On January 18, 2024, 50,000 Senior, Secured, Listed, Rated, Taxable, Redeemable, Non-convertible Debt Securities of face value of Rs. 1,00,000/- (Rupees One Lac Only) each (“**Debentures**”) on private placement basis out of which 15,000 Debentures have been issued at par i.e. at the issue price Rs. 1,00,000 (Rupees One Lakh Only) per Debenture and 35,000 Debentures have been issued at the issue price Rs. 1,00,300.10 (Rupees One Lakh Three Hundred and paisa Ten Only) per Debenture were allotted on private placement basis. The NCD were listed with BSE on January 19, 2024.
  - iv. On January 18, 2024, 26,54,54,540 units of the HIT at a price of INR 82.50 per Unit for an aggregate amount of up to INR 21,89,99,99,550/- were allotted on a preferential basis. The same was listed on January 19, 2024.
- e) During the quarter ending December 31, 2023 and until the date of submission of this report, the following entities the Trust has completed the following transactions:
- i. 100% Shares in Udupi Tollway Pvt. Ltd. (Formerly known as Navayuga Udupi Tollway Private Limited) (“**UTPL**”) were acquired on November 02, 2023 and November 7, 2023. UTPL became a special purpose vehicle of the Trust with effect from November 2, 2023;
  - ii. 100% Shares in Gurgaon Sohna Highway Private Limited (“**GSHPL**”), Rewari Ateli Highway Private Limited (formerly, H.G. Rewari Ateli Highway Private Limited) (“**RAHPL**”) and Ateli Narnaul Highway Private Limited (formerly known as H.G. Ateli Narnaul Highway Private Limited) (“**ANHPL**”) were acquired on November 21, 2023 and November 22, 2023.
  - iii. 99.99% of Shares in Swarna Tollway Private Limited (“**STPL**”) were acquired on January 24, 2024. The details of the asset will be reported in the following quarter.
  - iv. 56.8% of shares in Gujarat Road and Infrastructure Company Limited (“**GRICL**”) were acquired on January 24, 2024. The details of the asset will be reported in the following quarter.
  - v. Trust has signed a Share Purchase Agreement on January 15, 2024 for acquisition of 100% (one hundred percent) shareholding in one or more tranches and management control in 11 hybrid annuity road projects and 1 toll road asset owned by PNC Infratech Limited and PNC Infra Holdings Limited. Completion of the above acquisition would be upon receipt of relevant approvals and completion of contractual obligations.
7. We confirm that since units of the Trust are listed on National Stock Exchange, regulations 26A to Regulation 26F are not applicable to the Trust. We further confirm that we are in compliance with Regulation 26G to 26 K of INVIT Regulations.

8. In terms of Regulation 9(9) of INVIT Regulations, we confirm that all necessary systems and procedures required by the Trustee are in place. These systems are sufficient for effective monitoring and functioning of the Trust.
9. Further, pursuant to Reg. 10(18)(a) of the INVIT Regulations we, Investment Manager of the Trust have made timely submissions of the previous quarter reports, and are hereby submitting the report for the quarter ended on December 31, 2023 with the following details: -

<b>PERIODIC COMPLIANCES</b>		
<b>Sr. No.</b>	<b>Requirement</b>	<b>Compliance Status along with Supporting Documents</b>
1	Details of all funds received by INVIT and all payments made.	Refer Annexure 1 (un-audited prepared by management)
2	Status of development of under construction projects, (if any).	Not Applicable for the quarter
3	Copy of the activity and performance report placed before the Board as per Regulation 10(24) of the INVIT Regulations, 2014.	Refer Annexure 2
4	Pursuant to Chapter 4 of Master Circular for INVITs 2023, statement containing details of any deviations/variations, if any in the use of proceeds from the objects stated in the offer document/placement memorandum has been submitted to the stock exchange within 21 (twenty-one) days from the end of quarter, such statement shall be continued to be given till such time the issue proceeds have been fully utilised or the purpose for which these proceeds were raised has been achieved.	Refer Annexure 3
5	Pursuant to Chapter 4 of Master Circular for INVITs 2023, a statement containing details of Investor complaints in the format prescribed in Annexure 7 of the Master Circular 2023 has been submitted to the stock exchange within 21 (twenty-one) days from the end of quarter.	Refer Annexure 4
6	Pursuant to Chapter 4 of Master Circular for INVITs 2023, disclosure of unit holding pattern for each class of unit holders as per the format prescribed in Clause 4.13.2 has been made within 21 (twenty-one) days from the end of each quarter.	Refer Annexure 5
7	Copy of Financial Information and Additional Disclosures submitted to the Stock Exchange as per Chapter 4 of the Master Circular for INVITs 2023, within following timelines: First half year period of the financial year shall be submitted within 45 days from the end of the half year. Annual financial information shall be submitted within 60 days from the end of the financial year. -NA	The financials information and additional disclosures for the quarter ending December 31, 2023 shall be provided upon approval by Board of directors of the Investment Manager within the permitted period of 45 days from end of quarter.

8	If the consolidated borrowings and deferred payments in terms of Regulation 20 is above forty nine percent, provide copy of Quarterly report submitted to the designated stock exchange within 30 days from the end of every quarter ending June and December under Regulation 23 (3) of the INVIT Regulations, 2014 read with Part C of Schedule IV.	No, as on December 31, 2023, the consolidated borrowings and deferred payments, in terms of regulation 20, is less than forty-nine per cent.
9	Copy of the Project Manager Compliance Report as per Regulation 9(4) and Regulation 10(2) (As per Annexure-1).	Annexure 6

Further, we are setting out below our updates on event based compliances –

<b>EVENT BASED COMPLIANCES</b>												
<b>Sr. No.</b>	<b>Requirement</b>	<b>Compliance Status along with Supporting Documents</b>										
1.	<p>A. Details of related party transactions, if any, carried out between Parties to the INVIT i.e. (Sponsor, Investment Manager, Trustee and Project Manager) and its associates in terms of Regulation 9(6) of SEBI INVIT Regulations, 2014.</p> <p>In case of conflict of interest, a confirmation from a practicing chartered accountant or a valuer, as applicable, shall be obtained that such transaction is on arm's length basis along with relevant documents.</p>	A. Please refer to Annexure 7 with details of related party transactions based on management analysis. These details may be modified upon completion of limited audit. The final statement of the related party transaction will be submitted along with the financial results.										
	<p>B. Pursuant to Regulation 19(3)(b) of SEBI INVIT Regulations, 2014, provide, if any, the amount of additional borrowings from the promoter of Trustee in the table below:</p> <table border="1" data-bbox="271 1500 893 1926"> <thead> <tr> <th>Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Amount of additional borrowings in FY 2023-2024</td> <td></td> </tr> <tr> <td>(b) Total consolidated borrowings of the InvIT, holdco and the SPV(s) as on December 31, 2023</td> <td></td> </tr> <tr> <td>(c) % of additional borrowings [a/b]</td> <td></td> </tr> <tr> <td>(d) If column (c) is beyond the threshold specified in the Regulation, whether requisite approval of the unitholders has been obtained prior to entering into any such transaction.</td> <td></td> </tr> </tbody> </table>	Particulars	Amount	Amount of additional borrowings in FY 2023-2024		(b) Total consolidated borrowings of the InvIT, holdco and the SPV(s) as on December 31, 2023		(c) % of additional borrowings [a/b]		(d) If column (c) is beyond the threshold specified in the Regulation, whether requisite approval of the unitholders has been obtained prior to entering into any such transaction.		B. As a privately placed InvIT, the regulation is not applicable to the Trust.
Particulars	Amount											
Amount of additional borrowings in FY 2023-2024												
(b) Total consolidated borrowings of the InvIT, holdco and the SPV(s) as on December 31, 2023												
(c) % of additional borrowings [a/b]												
(d) If column (c) is beyond the threshold specified in the Regulation, whether requisite approval of the unitholders has been obtained prior to entering into any such transaction.												

2.	Whether any assets/projects have been/decided to be acquired/sold/developed or expand existing completed properties during the Quarter. If yes, details to be provided along with rationale for same.	<p>During the quarter, HIT has acquired the following assets:-</p> <ul style="list-style-type: none"> <li>i. Udipi Tollway Private Limited</li> <li>ii. Ateli Narnaul Highway Private Limited,</li> <li>iii. Rewari Ateli Highway Private Limited,</li> <li>iv. Gurgaon Sohna Highway Private Limited.</li> </ul> <p>Further, as on the reporting date (post December 31, 2023), the Trust has completed acquisition of two additional special purpose vehicles i.e.: Swarana Tollways Private Limited and Gujarat Road and Infrastructure Company Limited.</p> <p>These details of acquisition and entering into agreements were also duly reported to the stock exchange and the same was uploaded at the below link:- <a href="https://highwaystrust.com/m-a-updates/">https://highwaystrust.com/m-a-updates/</a></p> <p>The proposed acquisitions are in line with the investment strategy of the Trust. Further details of the assets acquired post December 31, 2023 will be reported in the following quarter.</p>
3.	Details of any action which requires approval from the unit holders as required under the INVIT Regulations, 2014.	Annexure 8
4.	<p>Details of any material fact including change in its directors, any legal proceedings that may have a bearing on the activity of the INVIT and confirm whether such details have been submitted to the trustee within 7 (seven) working days of such action.</p> <p>A. Date of any event as mentioned above: B. Date of Intimation of such event to Trustee:</p>	No change in Directorship. However, intimation for resignation of Chief Financial Officer and appointment of replacement was provided to the Trustee. Refer Annexure 9.

5.	<p>Confirmation from Investment Manager that:</p> <p>A. not less than 90% of the net distributable cash flows are being distributed to the unit holders and such distribution has been made within 15 days from the date of declaration.</p> <p>B. Compliance under sub-regulations (6), (7) and (8) of Regulation 18 of the INVIT Regulations, 2014 Jhas been made.</p>	Confirmed
6.	<p>Whether Rights Issue, Preferential Issue and Institutional Placements of units was made during the Quarter? If yes, whether compliance of relevant regulations and circulars done?</p>	<p>The following issuances have been undertaken as on the date hereof:</p> <p>(i) On October 13, 2023, 6,59,31,294 units of the HIT at a price of INR 77.96 per unit aggregating to approximately INR 5,140.00 million were allotted on a rights basis to the eligible unitholders of Highways Trust who have submitted bids under the rights issue. The same was listed on October 17, 2023.</p> <p>(ii) On January 18, 2024, 26,54,54,540 units of the HIT at an issue price of INR 82.50 per Unit for an aggregate amount of up to INR 21,89,99,99,550/- were allotted on a preferential basis. The same was listed on January 19, 2024.</p> <p>We confirm that all compliances with the relevant regulations were undertaken in each of the above issuances.</p>
7.	<p>Whether any encumbrance, release or invocation is created/registered on the units of INVIT during the Quarter? If yes, whether compliance of relevant regulations and circulars was done, also provide details and submissions made to the Investment manager/stock exchange in that respect.</p>	Not Applicable for the quarter
8.	<p>As per Regulation 23 of the INVIT Regulations, 2014, details of any non-compliance or violation of the INVIT Regulations, 2014 as amended from time to time or Circulars issued thereunder:</p> <p>A. Informed to SEBI by the Compliance Officer</p>	No non-compliance was observed during the quarter

	B. Observed by the Compliance Officer	
9.	<p>Copy of Valuation report as required under INVIT Regulations, 2014 submitted to the trustee, unit holders and Stock Exchange (as the case may be) within 15 days from the date of receipt of the valuation report from the valuer:</p> <p>A. Date of receipt of the report from the Valuer: B. Date of Intimation to Trustee:</p>	<p>A full valuation of all assets owned by the Trust as on November 21, 2023 (i.e. Dewas Bhopal Corridor Private Limited, Godhra Expressways Private Limited, Jodhpur Pali Expressway Private Limited, Ulundurpet Expressways Private Limited, Nirmal BOT Limited, Shillong Expressway Private Limited, Ateli Narnaul Highway Private Limited, Udupi Tollway Private Limited, Rewari Ateli Highway Private Limited and Gurgaon Sohna Highway Private Limited, (the “InvIT Assets”)) was undertaken by valuer of the Trust, S. Sundararaman (the “Valuer”) for the purpose of computation of enterprise value of the InvIT Assets post acquisition of new assets by the Trust.</p> <p>The valuation report was received on December 15, 2023 and was adopted by Audit and Board on December 18, 2023. On the same day it was intimated to the Stock Exchange and Trustee. Below is the link:- <a href="https://highwaystrust.com/wp-content/uploads/2023/12/HITIntimationofvaluationreports.pdf">https://highwaystrust.com/wp-content/uploads/2023/12/HITIntimationofvaluationreports.pdf</a></p>
10.	Pursuant to Chapter 4 of Master Circular for INVITs 2023, disclosure of unit holding pattern for each class of unit holders has been made within 10 (ten) days of any capital restructuring of INVIT resulting in a change exceeding 2% of the total outstanding units of INVIT.	Refer Annexure 10
11.	Pursuant to Regulation 20 of the INVIT Regulations, 2014, whether conditions w.r.t borrowings and deferred payments have been complied with. If there is any breach, whether the same was informed to the	Complied



	trustee and has been rectified within six months from the date of breach.	
12.	Copy of the Notice of unitholders meeting in terms of Regulation 9(12) read with Regulation 22(3) & 26(2) of the INVIT Regulations, 2014.	During the quarter, unitholders approval was sought via Postal Ballot . A copy of the notice is attached as Annexure 8.
13.	Copy of any other information submitted to the designated Stock Exchanges/SEBI in terms of INVIT Regulations as amended from time to time and circulars issued thereunder.	IM has made voluntary and mandatory disclosures, from time to time, to the Stock Exchanges which are already shared from time to time and can be accessed at Highways Infrastructure Trust website <a href="https://highwaystrust.com/">https://highwaystrust.com/</a>
14.	There are no outstanding litigations, tax disputes, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the INVIT assets for the quarter ended on December 31, 2023	There are no material litigations against the Trust. The details of the material litigations against the special purpose vehicles owned by the Trust are disclosed as Refer Annexure 11. For the purposes of disclosure litigations involving claims exceeding INR 92.29 million, i.e. 1.5% of the total revenue from operations of the special purpose vehicles as for the period ended March 31, 2023 have been considered.

**For Highway Concessions One Private Limited**

*(Acting as the Investment Manager to Highways Infrastructure Trust)*



**Kunjal Shah**

**Company Secretary & Compliance officer**



**Place: Mumbai**

## PERIODIC SUBMISSIONS STATUS

Each Quarter Submissions	Formats	Timeline	Status for Q3, 2023-24
Statement of deviation(s) or variation(s) until full utilization for any public issue, rights issue, preferential issue etc.,  [4.17.2 of Master Circular 2023]	No format prescribed	Submission to SE within 21 (twenty-one) days from the end of end of quarter, prior to which to be submitted to Trustee for review.	Complied
Grievance Redressal Mechanism  [4.16 of Master Circular 2023]	Annexure 7 [4.16.3 of Master Circular 2023]	Submission to SE within 21 (twenty-one) days from the end of end of quarter/each financial year, prior to which to be submitted to Trustee for review.	Complied
Unit holding Pattern [4.13 of Master Circular 2023]	4.13.2 of Master Circular 2023	within 21 (twenty-one) days from the end of each quarter.	Complied
Governance Report [Reg. 26K of INVITs Regs.]	Part A of Annexure 15 of Master Circular 2023	within 21 (twenty-one) days from the end of each quarter	Complied
Quarterly reports on the activities of the INVIT  [Reg. 10(18) of the INVITs Regs.]	Separate format provided as "Quarterly report and compliance certificate"	within 30(thirty) days of end of such quarter	Complied



For and on behalf of Highways Infrastructure Trust

*KShah*

**Name:** Kunjal Shah

**Designation** Company Secretary and Compliance Officer

**Date:** 30.01.2024