

February 08, 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: Intimation of outcome of the Meeting of Board of Directors of Highway Concessions One Private Limited (the "Investment Manager of Highways Infrastructure Trust") held on February 08, 2023.

Dear Sir/Madam,

In compliance with the provisions of SEBI (Infrastructure Investment Trusts) Regulations, 2014 read with circulars and guidelines issued thereunder from time to time ("SEBI InvIT Regulations") and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the Board of Directors of Highway Concessions One Private Limited, acting in its capacity as Investment Manager of Highways Infrastructure Trust ("HIT") in its meeting held on Wednesday, February 08, 2023, have considered and approved the following matters:-

1. Unaudited standalone and consolidated financial results ("Financials Results") of HIT in connection with the quarter ended December 31, 2022. In this regard, please find attached herewith: -
 - Limited Review Report issued by the Statutory Auditors of the HIT on the Financial Results;
 - Unaudited standalone Financial Results for quarter ended December 31, 2022.
 - Unaudited Consolidated Financial Results for quarter ended December 31, 2022 (for nine months).
2. Declared 2nd Distribution of INR 4.8375/- per unit to all Unitholders. The break-up of the same is as under :-

Particulars	INR
Total Distribution	200,99,81,250
No. of Units	41,55,00,000
Distribution per unit	
(a) Distribution as interest / Return on capital	1.9938
(b) Distribution as Return of capital	1.4534
(c) Distribution as Dividend	1.3634
(d) Distribution as other income	0.0269
Total Dividend per units	4.8375

Please note that Wednesday, February 15, 2023, has been fixed as the Record Date for the purpose of distribution to the Unitholders which will be paid on or before Wednesday, February 22, 2023.

3. Statement indicating statement of utilization of issue proceeds and Statement of deviation/ variation in use of issue proceeds of listed non-convertible debt securities for the quarter ended December 31, 2022.
4. Debt Service Coverage Ratio (DSCR) computation as required under listed non-convertible debentures issued by Highways Infrastructure Trust.

The meeting of the Board of Director of the Investment Manager commenced at 05:00 pm and concluded at 08:00 pm.

Further, please note that the "Trading Window" for dealing in units of the InvIT is already closed as per our intimation dated January 27, 2023 and will remain closed until 48 hrs after the announcement of the Un-audited Consolidated & Standalone Financial Results of the Trust for the quarter ended December 31, 2022.

The same is also available on the website of the Trust at www.highwaystrust.com.

You are requested to kindly take the same on record.

Thanking you,

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



Kunjal Shah,
Company Secretary and Compliance Officer

Place: Mumbai

Encl: as above

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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Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
(Formerly Walker, Chandiook & Co)
L-41 Connaught Circus
New Delhi 110001
India

T +91 11 4278 7070
F +91 11 4278 7071

Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results and Year to Date Financial Results of the Trust pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Highway Concessions One Private Limited (As the Investment Manager of Highways Infrastructure Trust)

1. We have reviewed the accompanying statement of standalone unaudited financial results ("the Statement") of Highways Infrastructure Trust ("the Trust") for the quarter ended 31 December 2022 and the year to date results for the period 1 April 2022 to 31 December 2022, being submitted by Highway Concessions One Private Limited ("the Investment Manager") pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"). Attention is drawn to the fact that the figures for the period from 03 December 2021 to 31 December 2021, 03 December 2021 to 31 March 2022 and as at 31 March 2022 have been approved by the Investment Manager's Board of Directors, but have not been subjected to audit or review.
2. The Statement, which is the responsibility of the Investment Manager and approved by the Investment Manager's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down the Indian Accounting Standards ("Ind AS") specified in the Companies (Indian Accounting Standards) Rules, 2015 including Indian Accounting Standard 34, Interim Financial Reporting ("Ind AS 34"), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 52 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India ("the ICAI"). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing issued by the ICAI, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Walker Chandiook & Co LLP

Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results and Year to Date Financial Results of the Trust pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (cont'd)

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 52 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013



Manish Agrawal

Partner

Membership No: 507000

UDIN: 23507000BGYEPW3352

Place: Noida

Date: 08 February 2023



Highways Infrastructure Trust
Statement of unaudited standalone financial results for the quarter and nine months ended 31 December 2022
(All amounts in ₹ millions unless otherwise stated)

Particulars	01 October 2022 to 31 December 2022	01 July 2022 to 30 September 2022	03 December 2021 to 31 December 2021	01 April 2022 to 31 December 2022	03 December 2021 to 31 March 2022
	(Unaudited)	(Unaudited)	(Refer Note 7)	(Unaudited)	(Refer Note 7)
Income					
Revenue from operations					
Dividend income from subsidiaries	1,032.21	-	-	1,032.21	-
Interest income on loans to subsidiaries	708.43	157.80	-	866.23	-
Other income					
Interest on fixed deposits	21.03	3.25	-	24.28	-
Total Income	1,761.67	161.05	-	1,922.72	-
Expenses					
Finance costs					
Interest expense on term loans, non convertible debentures (NCD) and others	270.16	27.04	-	297.20	-
Finance and bank charges	-	0.56	-	0.56	-
Other expenses					
Valuation expenses	0.25	0.59	-	0.84	-
Audit fees	1.74	6.93	-	8.67	-
Investment management fees	8.06	11.80	-	19.86	-
Trustee fee	0.33	1.18	-	1.51	-
Environmental, health and safety expenses	1.24	-	-	1.24	-
Legal and professional	36.09	12.73	-	48.82	-
Miscellaneous	0.27	1.52	-	1.79	-
Total Expenses	318.14	62.35	-	380.49	-
Profit before exceptional items and tax for the period	1,443.53	98.70	-	1,542.23	-
Exceptional items (refer note 6)	-	164.88	-	164.88	-
Profit/(loss) before tax for the period	1,443.53	(66.18)	-	1,377.35	-
Tax expense:					
Current tax	8.99	1.39	-	10.38	-
Deferred tax	-	-	-	-	-
Total tax expense	8.99	1.39	-	10.38	-
Profit/(loss) after tax for the period	1,434.54	(67.57)	-	1,366.97	-
Other comprehensive income	-	-	-	-	-
Total comprehensive income/ (loss) for the period	1,434.54	(67.57)	-	1,366.97	-
Earning per unit (not annualised)					
Basic (₹)	3.45	(0.16)	-	3.29	-
Diluted (₹)	3.45	(0.16)	-	3.29	-



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Highways Infrastructure Trust
 Additional disclosures as per regulation 52(4) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on unaudited standalone financial results for the quarter and nine months ended 31 December 2022:
 (all amounts in ₹ millions, except ratios)

Sl.No.	Particulars	01 October 2022 to 31 December 2022	01 July 2022 to 30 September 2022	03 December 2021 to 31 December 2021	01 April 2022 to 31 December 2022	03 December 2021 to 31 March 2022
		(Unaudited)	(Unaudited)	(Refer Note 7)	(Unaudited)	(Refer Note 7)
(a)	Debt equity ratio (in times) [(Non-current borrowings + Current borrowings / unit capital)]	0.34	0.28	-	0.34	-
(b)	Debt service coverage ratio (in times) [Profit/ (loss) before tax, finance costs, exceptional items / {Finance costs + Principal repayment for borrowings}]	5.12	2.85	-	5.08	-
(c)	Interest service coverage ratio (in times) [Profit/ (loss) before tax, finance costs, exceptional items / Finance costs]	6.34	4.58	-	6.18	-
(d)	Outstanding redeemable preference shares	-	-	-	-	-
(e)	Capital redemption reserve/debenture redemption reserve	-	-	-	-	-
(f)	Net worth [Unit Capital + Other equity]	40,795.27	41,371.38	-	40,795.27	-
(g)	Net Profit/ (loss) after tax	1,434.54	(67.57)	-	1,366.97	-
(h)	Earnings per share [Profit/ (loss) after tax/Total number of units]	3.45	(0.16)	-	3.29	-
(i)	Current ratio (in times) [Current assets / Current liabilities]	10.38	14.22	-	10.38	-
(j)	Long term debt to working capital (in times) [Non-current borrowings + Current borrowings/ Current assets less current liabilities (excluding current maturity of non-current borrowings)]	4.60	3.02	-	4.60	-
(k)	Bad debts to account receivable ratio (in %) [Bad debts / Average trade receivables]	-	-	-	-	-
(l)	Current liability ratio (in %) [Current liabilities / Total liabilities]	2.35%	2.58%	-	2.35%	-
(m)	Total debts to total assets ratio (in %) [(Non-current borrowings + Current borrowings) / Total assets]	25.89%	22.15%	-	25.89%	-
(n)	Debtors turnover (in times) [Revenue from operations/ Average Trade Receivables]	-	-	-	-	-
(o)	Inventory turnover [Sale of products / Average inventory of finished goods and stock in trade]	-	-	-	-	-
(p)	Operating margin (in %) [(Profit before tax, finance cost, exceptional items and other income) / Revenue from operations]	98.45%	80.04%	-	96.92%	-
(q)	Net profit margin (in %) [Profit/(loss) after tax / Revenue from operations]	82.41%	(42.82%)	-	72.00%	-

Notes:

1) The Trust has outstanding secured non-convertible debentures (NCDs) amounting to ₹6,455.80 millions (30 September 2022 : ₹6,500.00 millions , 31 March 2022 : Nil , and 31 December 2021 : Nil) for Series I and Series II which will mature on 22 December 2025 and 22 September 2029 respectively. The NCDs are listed on Bombay Stock Exchange (BSE). The asset cover exceeds 100% of the principal amount of NCD's as at 31 December 2022.

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

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

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

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

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

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

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

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

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



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Highways Infrastructure Trust

Notes to Unaudited Standalone Financial results for the quarter and nine months ended 31 December 2022

(All amounts in ₹ millions unless otherwise stated)

- 1 The unaudited standalone financial results of Highways Infrastructure Trust ('Trust') for quarter and nine months ended 31 December 2022 have been reviewed by the Audit Committee of Highway Concessions One Private Limited ('Investment Manager') at their meeting held on 08 February 2023 and approved by the Board of Directors of the Investment Manager at their meeting held on 08 February 2023. The statutory auditors have issued an unmodified review report on these standalone financial results.
- 2 The unaudited standalone financial results comprises the standalone statement of profit and loss, and other explanatory notes pursuant to requirements of Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (standalone unaudited financial results). The standalone financial results has been prepared in accordance with the recognition and measurement principles prescribed under Indian Accounting Standard-34 Interim Financial Reporting (Ind AS 34) read with rule 2(1)(a) of Companies (Indian Accounting Standards) Rules, 2015 (Ind AS 34) as amended and the SEBI circular.
- 3 The Trust was registered as an irrevocable trust set up under the provisions of Indian Trusts Act, 1882 on 03 December 2021. Trust was registered as an Infrastructure Investment Trust under the InvIT Regulations, as on 23 December 2021 having registration number IN/ InvIT/ 21-22/ 0019. Accordingly, the financial information for both immediately preceding quarter and nine months ended is given from 03 December 2021 to 31 December 2022.
- 4 The Board of Directors of the Investment Manager have declared distribution of ₹ 4.84 (rounded off) per unit amounting to ₹ 2,010 millions in their meeting held on 11 November 2022 and the aforesaid distribution was paid to eligible unitholders on 23 November 2022. Subsequent to the quarter ended 31 December 2022, the Board of Directors of Investment Manager have declared distribution of ₹ 4.84 (rounded off) per unit amounting to ₹ 2,009.98 millions in their meeting held on 08 February 2023.
- 5 The Trust acquired the following companies (Project SPV's) on 23 August 2022 :
 - (i) Dewas Bhopal Corridor Private Limited ("DBCPL")
 - (ii) Nirmal BOT Limited ("NBL")
 - (iii) Jodhpur Pali Expressway Private Limited ("JPEPL")
 - (iv) Godhra Expressways Private Limited ("GEPL")
 - (v) Ulundurpet Expressways Private Limited ("UEPL")
 - (vi) Shillong Expressway Private Limited ("SEPL")
- 6 As per Ind AS 36 'Impairment of assets', management carried out the impairment assessment of non current investments and provided for impairment loss for quarter ended 31 December 2022: Nil (Quarter ended 30 September 2022: ₹ 164.88 millions , nine months period ended 31 December 2022 : ₹ 164.88 millions, for the period from 03 December 2021 to 31 March 2022 : Nil and for the period from 03 December 2021 to 31 December 2021 : Nil) basis the fair valuation conducted as per the future projected cash flows of the assets (after performing sensitivity analysis).
- 7 The standalone financial information:
 - (i) for the period from 03 December 2021 to 31 December 2021
 - (ii) for the period from 03 December 2021 to 31 March 2022 , and
 - (iii) as at 31 March 2022as reported in these results have been certified by the Investment Manager of the Trust and are not subject to audit or review
- 8 During the current quarter ended 31 December 2022, pursuant to the approval dated 22 November 2022 granted by the Securities and Exchange Board of India ("SEBI") and the approval of the unitholders of the Trust as required under Regulation 9(15) of the InvIT Regulations obtained from the unitholders in the extra-ordinary general meeting held on 14 November 2022, Highway Concessions One Private Limited ("HC 1") and HC One Project Manager Private Limited ("HC One") was appointed as the new Investment Manager and Project Manager of the Trust respectively in place of Virescent Infrastructure Investment Manager Private Limited ("erstwhile Investment Manager") and Virescent Renewable Energy Project Manager Private Limited ("erstwhile Project Manager of the Trust"). The appointment of the new Investment Manager was also approved by the Board of erstwhile Investment Manager of the Trust vide its circular Resolution dated 19 October 2022. Consequently, Highway Concessions One Private Limited and HC One Project Manager Private Limited have been acting as the new Investment Manager and Project Manager of the Trust effective from 23 November 2022 and 14 November 2022 respectively.



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Highways Infrastructure Trust
Notes to Unaudited Standalone Financial results for the quarter and nine months ended 31 December 2022 (cont'd)
(All amounts in ₹ millions unless otherwise stated)

9 All values are rounded to nearest millions, unless otherwise indicated. Certain amounts that are required to be disclosed and do not appear due to rounding off are expressed as 0.00.

For and on behalf of Board of Directors of
Highway Concessions One Private Limited
(as Investment Manager of Highways Infrastructure Trust)




Narayanan Doraiswamy
Chief Financial Officer


Neeraj Singh
Whole time director and CEO
DIN: 05110400

Place: Mumbai
Date: 08 February 2023



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HIGHWAYS INFRASTRUCTURE TRUST

ANNEXURE

A. Statement of utilization of issue proceeds:

Name of the Issuer	ISIN	Mode of Fund Raising (Public issues/Private placement)	Type of instrument	Date of raising funds	Amount Raised	Funds utilized	Any deviation (Yes/ No)	If 8 is Yes, then specify the purpose of for which the funds were utilized	Remarks, if any
1	2	3	4	5	6	7	8	9	10
Highways Infrastructure Trust	INE0KXY07018	Private Placement	Non-Convertible Debenture	23-09-2022	Rs. 400,00,00,000	Rs. 400,00,00,000	No	NA	-
Highways Infrastructure Trust	INE0KXY07026	Private Placement	Non-Convertible Debenture	23-09-2022	Rs. 250,00,00,000	Rs. 250,00,00,000	No	NA	-

B. Statement of deviation/ variation in use of Issue proceeds:

Particulars	Remarks
Name of listed entity	Highways Infrastructure Trust
Mode of fund raising	Private Placement
Type of instrument	Non-Convertible Debentures
Date of raising funds	As per above Annexure
Amount raised	As per above Annexure
Report filed for quarter ended	December 31, 2022
Is there a deviation/ variation in use of funds raised?	No Deviation
Whether any approval is required to vary the objects of the issue stated in the prospectus/ offer document?	No
If yes, details of the approval so required?	Not Applicable
Date of approval	Not Applicable
Explanation for the deviation/ variation	Not Applicable
Comments of the audit committee after review	Not Applicable
Comments of the auditors, if any	Not Applicable

HIGHWAYS INFRASTRUCTURE TRUST

Objects for which funds have been raised and where there has been a deviation/ variation, in the following table:

Original object	Modified object, if any	Original allocation	Modified allocation, if any	Funds utilised	Amount of deviation/ variation for the quarter according to applicable object (in Rs. crore and in %)	Remarks, if any
Not Applicable						

Deviation could mean:

- a. Deviation in the objects or purposes for which the funds have been raised.
- b. Deviation in the amount of funds actually utilized as against what was originally disclosed.



Name of signatory: Kunjal Shah

Designation: Compliance Officer

Walker Chandlok & Co LLP

Walker Chandlok & Co LLP
(Formerly Walker, Chandlok & Co)
L-41 Connaught Circus
New Delhi 110001
India

T +91 11 4278 7070
F +91 11 4278 7071

Independent Auditor's Review Report on Special Purpose Unaudited Consolidated Interim Financial Statements of the Trust for the nine-months period ended 31 December 2022

To the Board of Directors of Highway Concessions One Private Limited (As the Investment Manager of Highways Infrastructure Trust)

Introduction

1. We have reviewed the accompanying Special Purpose Unaudited Consolidated Interim Financial Information of Highways Infrastructure Trust ('the Trust') and its subsidiaries (the Trust and its subsidiaries together referred to as 'the Group'), (refer Annexure 1 for the list of subsidiaries included in the special purpose unaudited consolidated interim financial information), which comprises of special purpose unaudited Consolidated Interim Statement of Profit and Loss (including Other Comprehensive Income) and other explanatory information (together hereinafter referred to as the "Special Purpose Unaudited Consolidated Interim Financial Information"). The preparation and presentation of the Special Purpose Unaudited Consolidated Interim Financial Information in accordance with the basis of preparation described in Note 2 to the accompanying Special Purpose Unaudited Consolidated Interim Financial Information is the responsibility of Highways Concessions One Private Limited ('the Investment Manager') and has been approved by the Investment Manager's Board of Directors. Our responsibility is to express a conclusion on the Special Purpose Unaudited Consolidated Interim Financial Information based on our review.

Scope of Review

2. We conducted our review of the Special Purpose Unaudited Consolidated Interim Financial Information in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India (the 'ICAI'). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing issued by the ICAI, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Special Purpose Unaudited Consolidated Interim Financial Information is not prepared, in all material respects, in accordance with the basis of preparation set forth in Note 2 to the Special Purpose Unaudited Consolidated Interim Financial Information.

Chartered Accountants

Offices in Bangalore, Chandigarh, Chennai, Gurgaon, Hyderabad, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandlok & Co LLP is registered with limited liability with identification number AAC-20955 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India.



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Independent Auditor's Review Report on Special Purpose Unaudited Consolidated Interim Financial Statements of the Trust for the nine-months period ended 31 December 2022 (cont'd)

Other Matter

4. The comparative financial information for the period from 03 December 2021 to 31 December 2021 are based on Investment Manager's certified accounts and have not been subjected to audit or review. Our conclusion is not modified in respect of this matter.
5. We did not review the unaudited financial information of 3 subsidiaries included in the Special Purpose Unaudited Consolidated Interim Financial Information, whose financial information reflects total revenues of ₹ 1,983.46 millions, total net loss after tax of ₹ 397.49 millions and total comprehensive loss of ₹ 396.75 millions for the nine-month period ended 31 December 2022, as considered in the Special Purpose Unaudited Consolidated Interim Financial Information. These unaudited financial information have been reviewed by other auditors whose review reports have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the review reports of such other auditors. Our conclusion is not modified in respect of this matter with respect to our reliance on the work done by and the review reports of the other auditors.

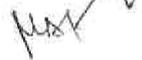
Emphasis of matter- Basis of Preparation and Restriction on distribution or use

6. Without modifying our conclusion, we draw attention to Note 2 to the Special Purpose Unaudited Consolidated Interim Financial Information, which describes the basis of its preparation used by the Investment Manager. The accompanying Special Purpose Unaudited Consolidated Interim Financial Information have been prepared in accordance with special purpose framework, solely for voluntary submission to be made by the Investment Manager with the National Stock Exchange of India Limited, Bombay Stock Exchange and Securities and Exchange Board of India as an additional information for the unit holders of the Trust and to the lenders of Highways Infrastructure Trust to provide them the necessary information under the financing arrangement and therefore it may not be suitable for another purpose. This review report is issued solely for the aforementioned purpose and accordingly should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this review report is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013



Manish Agrawal

Partner

Membership No. 507000

UDIN: 23507000BGYEPX4732



Place: Noida

Date: 08 February 2023

Walker ChandioK &Co LLP

Independent Auditor's Review Report on Special Purpose Unaudited Consolidated Interim Financial Statements of the Trust for the nine-months period ended 31 December 2022 (cont'd)

Annexure 1

List of subsidiaries included in the special purpose unaudited consolidated interim financial statements

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



Highways Infrastructure Trust

Special purpose unaudited consolidated interim statement of profit and loss for the nine months ended 31 December 2022

(All amounts in ₹ millions unless otherwise stated)

Particulars	01 April 2022 to 31 December 2022	03 December 2021 to 31 December 2021
	(Unaudited)	(Refer note 6 and 10)
Income		
Revenue from operations	4,552.01	257.32
Other income	224.34	6.82
Total Income	4,776.35	264.14
Expenses		
Operating expenses	847.19	48.81
Employee benefits expense	77.67	0.36
Finance costs	1,841.06	106.43
Depreciation and amortisation expense	849.00	52.01
Other expenses	454.99	9.45
Total Expense	4,069.91	217.06
Profit before tax for the period	706.44	47.08
Tax expense:		
Current tax (including earlier year taxes)	189.42	6.99
Deferred tax	382.19	(2.04)
Total tax expense	571.61	4.95
Profit after tax for the period	134.83	42.13
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Re-measurement gain on defined benefit obligations	1.01	(0.02)
Income tax relating to items that will not be reclassified to profit or loss	-	-
Total other comprehensive income/(loss) for the period	1.01	(0.02)
Total comprehensive income for the period	135.84	42.11
Earnings per unit (not annualised) (refer note 9)		
Basic (₹)	0.32	
Diluted (₹)	0.32	

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Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022

(All amounts in ₹ millions unless otherwise stated)

Statement of Net Distributable Cash Flows

(i) Highways Infrastructure Trust

S. No.	Particulars	01 April 2022 to 31 December 2022 (Unaudited)	03 December 2021 to 31 December 2021 (refer note 10)
1	Net Distributable Cash Flows of the Project Entities		
	a) in the form of interest / accrued interest / additional interest	1,511.27	-
	b) in the form of dividend	1,642.21	-
	c) in the form of proceeds towards repayment of the debt issued to the Project SPVs by the Trust	736.26	-
	d) in the form of proceeds through capital reduction by way of a buy back or any other means as permitted, subject to applicable law	272.55	-
2	Cash flows from additional borrowings (including debentures / other securities), fresh issuance of units, etc.	18,629.03	-
3	Any other income accruing at the Highways Trust and not captured above, as deemed necessary by the Investment Manager, including but not limited to interest / return on surplus cash invested by the Highways Trust	24.28	-
	Total cash inflow at the InvIT level (A)	22,815.60	
	Adjustments:		
4	Any payment of fees, interest and expenses incurred at the Trust, including but not limited to the fees of the Investment Manager, Project Manager, Trustee, Auditor, Valuer, Credit Rating Agency, etc.	(503.34)	-
5	Any expenditure reimbursed to Investment Manager which the Investment Manager incurred on behalf of Trust	(101.63)	-
6	Income tax (if applicable) for standalone Highways Trust and / or payment of other statutory dues	(10.38)	-
7	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(64.58)	-
8	Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	(974.97)	-
9	Amount invested in any of the Project SPVs for service of debt or interest	(17,141.84)	-
10	Any other adjustment to be undertaken by the board of directors of the Investment Manager as deemed necessary.	1.12	-
	Total adjustments at the Trust level (B)	(18,795.62)	
	Net Distributable cash flows (C)=(A+B)	4,019.98	

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Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022
(All amounts in ₹ millions unless otherwise stated)

(ii) Devas Baopal Corridor Private Limited ("DBCPL")

S. No.	Particulars	01 April 2022 to 31 December 2022 <i>(Unaudited)</i>	03 December 2021 to 31 December 2021 <i>(refer note 10)</i>
1	Profit after tax as per Statement of Profit and Loss (A)	805.55	-
Adjustments:			
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	103.65	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	131.75	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	0.03	-
	• deferred tax, lease rents, provisions, etc.	(113.72)	-
	• any other items charged / credited to the profit and loss account which do not involve corresponding cash flows	(34.50)	-
5	Decrease in working capital	(11.53)	-
6	Gain on sale of investments	(36.68)	-
7	Amount released from DSRA/MMRA or any other reserve in lieu of providing bank guarantee.	26.05	-
8	Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.	2,814.94	-
9	Capital expenditure, if any	(0.85)	-
10	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(2,853.41)	-
11	Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the SEBI InvIT Regulations	913.50	-
Total Adjustments (B)		939.23	-
Net Distributable cash flows (C)=(A+B)		1,744.78	-

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Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022

(All amounts in ₹ millions unless otherwise stated)

(iii) Nirmal BOT Limited

S. No.	Particulars	01 April 2022 to 31 December 2022 (Unaudited)	03 December 2021 to 31 December 2021 (refer note 10)
1	Loss after tax as per Statement of Profit and Loss (A)	(156.98)	-
	Adjustments:		
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	79.35	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	1.47	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	(1.19)	-
	• any other items charged / credited to the profit and loss account which do not involve corresponding cash flows	4.25	-
	• deferred tax, lease rents, provisions, etc.	(11.68)	-
5	Decrease in working capital	(28.03)	-
6	Gain on sale of investments	(3.08)	-
7	Any amount received from tolls or annuities not recognised as income for the purposes of working out the profit after tax	381.66	-
8	Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SBBI InvIT Regulations.	1,158.30	-
9	Capital expenditure, if any	(0.51)	-
10	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(1,249.10)	-
11	Payment of any other liabilities (not covered under working capital)	(5.18)	-
12	Any provision or reserve deemed necessary by the Investment Manager for expenses/liabilities which may be due in future	(77.42)	-
	Total Adjustments (B)	248.85	-
	Net Distributable cash flows (C)=(A+B)	91.87	-

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Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022

(All amounts in ₹ millions unless otherwise stated)

(iv) Jodhpur Pali Expressway Private Limited

S. No.	Particulars	01 April 2022 to 31 December 2022 (Unaudited)	03 December 2021 to 31 December 2021 (refer note 10)
1	Loss after tax as per Statement of Profit and Loss (A)	(385.57)	-
	Adjustments:		
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	299.88	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	42.39	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	(2.00)	-
	• deferred tax, lease rents, provisions, etc.	58.56	-
	• any other items charged / credited to the profit and loss account which do not involve corresponding cash flows	65.28	-
5	Increase in working capital	0.58	-
6	Gain on sale of investments	(2.86)	-
7	Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.	2,874.81	-
8	Capital expenditure, if any	(0.17)	-
9	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(2,617.97)	-
10	Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	(262.42)	-
11	Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the SEBI InvIT Regulations	215.45	-
	Total Adjustments (B)	671.53	-
	Net Distributable cash flows (C)=(A+B)	285.96	-

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PURPOSES

Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022

(All amounts in ₹ millions unless otherwise stated)

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

S. No.	Particulars	01 April 2022 to	03 December 2021 to
		31 December 2022	31 December 2021
		<i>(Unaudited)</i>	<i>(refer note 10)</i>
1	Loss after tax as per Statement of Profit and Loss (A)	(579.00)	-
	Adjustments:		
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	692.97	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	84.21	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	(14.43)	-
	• deferred tax, lease rents, provisions, etc.	413.50	-
	• any other items charged / credited to the profit and loss account which do not involve corresponding cash flows	172.46	-
5	Decrease in working capital	(60.11)	-
6	Gain on sale of investments	(7.29)	-
7	Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.	4,059.40	-
8	Capital expenditure, if any	(81.12)	-
9	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(4,100.76)	-
10	Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the SEBI InvIT Regulations	875.97	-
	Total Adjustments (B)	2,034.80	-
	Net Distributable cash flows (C)=(A+B)	1,455.80	-

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Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022

(All amounts in ₹ millions unless otherwise stated)

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

S. No.	Particulars	01 April 2022 to 31 December 2022 (Unaudited)	03 December 2021 to 31 December 2021 (refer note 10)
1	Profit after tax as per Statement of Profit and Loss (A)	38.70	-
	Adjustments:		
2	Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust as per profit and loss account	135.06	-
3	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	588.96	-
4	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	0.01	-
	• deferred tax, lease rents, provisions, etc.	(4.88)	-
	• any other items charged / credited to the profit and loss account which do not involve corresponding cash flows	182.02	-
5	Increase in working capital	10.55	-
6	Gain on sale of investments	(15.24)	-
7	Net proceeds (after applicable taxes) from sale of assets / investments adjusted for proceeds reinvested or planned to be reinvested.	17.43	-
8	Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.	2,629.29	-
9	Capital expenditure, if any	(1.21)	-
10	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(2,840.24)	-
11	Any provision or reserve deemed necessary by the Investment Manager for expenses/liabilities which may be due in future	(429.11)	-
	Total Adjustments (B)	272.63	-
	Net Distributable cash flows (C)=(A+B)	311.33	-

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PURPOSES



Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022

(All amounts in ₹ millions unless otherwise stated)

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

S. No.	Particulars	01 April 2022 to 31 December 2022 (Unaudited)	03 December 2021 to 31 December 2021 (refer note 10)
1	Loss after tax as per Statement of Profit and Loss (A)	(50.46)	-
	Adjustments:		
2	Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	0.22	-
3	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to		
	• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	0.16	-
	• deferred tax, lease rents, provisions, etc.	(11.18)	-
	• any other items charged / credited to the profit and loss account which do not involve corresponding cash flows	9.60	-
4	Decrease in working capital	(57.86)	-
5	Gain on sale of investments	(8.97)	-
6	Any amount received from tolls or annuities not recognised as income for the purposes of working out the profit after tax	248.70	-
7	Capital expenditure, if any	(0.06)	-
8	Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	(102.33)	-
9	Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the SEBI InvIT Regulations	844.72	-
	Total Adjustments (B)	323.00	-
	Net Distributable cash flows (C)=(A+B)	272.55	-

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Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022

(All amounts in ₹ millions unless otherwise stated)

- 1 The special purpose unaudited consolidated interim financial statements of Highways Infrastructure Trust ("Trust") for the nine months ended 31 December 2022 have been reviewed by the Audit Committee of Highway Concessions One Private Limited at their meeting held on 08 February 2023 and approved by the Board of Directors of the Investment Manager at their meeting held on 08 February 2023. The statutory auditors have issued an unmodified review report on these consolidated financial results.
- 2 The special purpose unaudited consolidated interim financial information comprises the special purpose unaudited consolidated interim statement of profit and loss for the nine months ended 31 December 2022 and other explanatory notes thereto of the Highways Infrastructure Trust (the "Trust") and its subsidiaries (the Trust and its subsidiaries together referred to as "the Group") (the Statement). The Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ("Ind AS 34") read with Indian Accounting Standards (Ind AS) and/or any addendum thereto as defined in Rule 2 (1) (a) of the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India. However, it is not a complete or condensed set of financial statements under Ind AS 34 since it omits various disclosures required by Ind AS 34. The special purpose unaudited financial information has been prepared solely for voluntary submission to be made by the Investment Manager with National Stock Exchange of India Limited, Bombay Stock Exchange and Securities and Exchange Board of India as an additional information for the unit holders of the Trust and to the lenders of Highways Infrastructure Trust to provide them the necessary information under the financing arrangement, and therefore it may not be suitable for another purpose.
- 3 The Trust was registered as an irrevocable trust set up under the provisions of Indian Trusts Act, 1882 on 03 December 2021. Trust was registered as an Infrastructure Investment Trust under the IIT Regulations, as on 23 December 2021 having registration number IN/InvIT/ 21-22/ 0019. Accordingly, the financial information for the corresponding period in immediately preceding period is given from 03 December 2021 to 31 December 2021.
- 4 The Board of Directors of the Investment Manager have declared distribution of ₹ 4.84 (rounded off) per unit amounting to ₹ 2,010 millions in their meeting held on 11 November 2022 and the aforesaid distribution was paid to eligible unit holders on 23 November 2022. Subsequent to the quarter ended 31 December 2022, the Board of Directors of Investment Manager have declared distribution of ₹ 4.84 (rounded off) per unit amounting to ₹ 2,009.98 millions in their meeting held on 08 February 2023.
- 5 The Trust acquired the following companies (Project SPVs) on 23 August 2022:
 - (i) Dewas Bhopal Corridor Private Limited ("DBCPL")
 - (ii) Nimal BCT Limited ("NBL")
 - (iii) Jodhpur Pali Expressway Private Limited ("JPPEPL")
 - (iv) Godhra Expressways Private Limited ("GEPL")
 - (v) Ulundurpet Expressways Private Limited ("UEPL")
 - (vi) Shillong Expressway Private Limited ("SEPL")
- 6 During the current period, the Trust acquired the SPVs (as stated above) which are engaged in the design, construction, development, operation and maintenance of roads and highways on 23 August 2022 for an equity consideration of ₹ 31,715.33 millions. Galaxy Investments II Pte Limited had earlier acquired "DBCPL", "NBL", "JPPEPL", "GEPL" and "UEPL" on 17 December 2021 and "SEPL" on 13 January 2022.

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

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

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

Thus, the Trust has prepared comparative financial information for period 03 December 2021 to 31 December 2021 as if the acquisition had occurred on 17 December 2021 for "DBCPL", "NBL", "JPPEPL", "GEPL" and "UEPL" and 13 January 2022 for "SEPL", irrespective of the actual date of the combination which is 23 August 2022 and the difference between the purchase consideration and the value of net identifiable assets acquired has been adjusted with the "Acquisition adjustment deficit account" in other equity.



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Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022
(All amounts in ₹ millions unless otherwise stated)

- 7 During the current quarter ended 31 December 2022, pursuant to the approval dated 22 November 2022 granted by the Securities and Exchange Board of India ("SEBI") and the approval of the unitholders of the Trust as required under Regulation 9(15) of the InvIT Regulations obtained from the unitholders in the extraordinary general meeting held on 14 November 2022, Highway Concessions One Private Limited ("HC 1") and HC One Project Manager Private Limited ("HC One") was appointed as the new Investment Manager and Project Manager of the Trust respectively in place of Virescent Infrastructure Investment Manager Private Limited ("erstwhile Investment Manager") and Virescent Renewable Energy Project Manager Private Limited ("erstwhile Project Manager of the Trust"). The appointment of the new Investment Manager was also approved by the Board of erstwhile Investment Manager of the Trust vide its circular Resolution dated 19 October 2022. Consequently, Highway Concessions One Private Limited and HC One Project Manager Private Limited have been acting as the new Investment Manager and Project Manager of the Trust effective from 23 November 2022 and 14 November 2022 respectively.
- 8 During the quarter ended 31 December 2022, three of the project SPV's Viz. Godhra Expressways Private Limited ("GEPL"), Dewas Bhopal Corridor Private Limited ("DBCPL") and Ulundrapet Expressways Private Limited ("UEPL") has filed the petition with the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") for capital reduction under Section 66 and other provisions of the Companies Act, 2013. The said reduction was approved in the extraordinary general meeting in the respective Project SPVs which were held on 19 October 2022 for GEPL and DBCPL and on 29 November 2022 for UEPL. Pursuant to capital reduction scheme, the shareholders shall be entitled to receive an amount based on the fair market valuation of the equity shares of the aforesaid project SPV's and the said consideration shall be presented as loan outstanding to the shareholders. Currently, admission order has been received for the applications in DBCPL and GEPL by Hon'ble NCLT and necessary notices have been given to the Regional Directors, ROC and creditors of these two SPV's, however in UEPL, admission order is yet to be received and necessary notices are yet to be given to the above mentioned parties. Final order is awaited in all the SPV's, therefore no impact recorded in the special purpose unaudited consolidated interim financial statements for the nine months period ended 31 December 2022.
- 9 Units were issued on 23 August 2022, however for the purpose of Earnings per unit, it has been arrived without considering weighted average number of units as the income statement pertains to entire nine months ended 31 December 2022 based on the common control arrangement of business combination as explained in note 6. Further, the number of units issued by Highways Infrastructure Trust to the unit holders in exchange for the shareholding of the project SPV's were issued during the current period, hence earning per unit has not been calculated for the period from 03 December 2021 to 31 December 2021.
- 10 The consolidated financial information for the period from 03 December 2021 to 31 December 2021 as reported in these results have been certified by the Investment Manager of the Trust and are not subject to audit or review.
- 11 All values are rounded to nearest millions, unless otherwise indicated. Certain amounts that are required to be disclosed and do not appear due to rounding off are expressed as 0.00.

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Highways Infrastructure Trust

Notes to the special purpose unaudited consolidated interim financial statements of the Trust for the nine months ended 31 December 2022
(All amounts in ₹ millions unless otherwise stated)

12 Previous period figures have been reclassified/regrouped wherever necessary to conform to current period classification.

For and on behalf of Board of Directors of
Highway Concessions One Private Limited
(as Investment Manager of Highways Infrastructure Trust)


Nandkishor Doraiswamy
Chief Financial Officer


Neeraj Singh
Whole time director and CEO
DIN: 05110600

Place: Mumbai
Date: 08 February 2023



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Walker Chandiook & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurgaon – 122 002
India

T +91 124 4628089
F +91 124 4628001

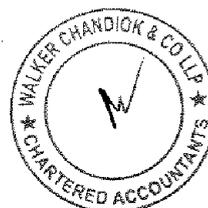
Independent Auditor's Certificate on historical debt service coverage ratio of Highways Infrastructure Trust

To,
The Board of Directors,
Highway Concessions One Private Limited
(As the Investment Manager of Highways Infrastructure Trust)
C-17, 316-317, 3rd Floor, Kanakia Zillion
LBS Marg, BKC Annexe, Kurla West
Mumbai-400070

1. This certificate is issued in accordance with the terms of our engagement letter dated 02 February 2023 with **Highways Infrastructure Trust** ("the Trust")
2. The accompanying statement containing details of historical debt service coverage ratio of the Trust for the period from 23 August 2022 to 31 December 2022 (collectively referred to as 'the Statement') has been prepared by the Trust's management for the purpose of submission of the Statement along with this certificate to Catalyst Trusteeship Limited ("Trustee" and "Rupee Lenders' Agent"), ICICI Bank Limited, State Bank of India and Axis Bank Limited (together referred to as "lenders") pursuant to the requirements of the Rupee Loan Agreement (RLA) and Debenture Security Trust Deed ("DSTD") and for the purpose of submission to the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange (BSE). We have initialled the Statement for identification purposes only.

Management's Responsibility for the Statement

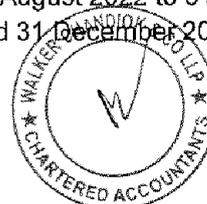
3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Investment Manager of the Trust. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors of Investment Manager of the Trust is also responsible for ensuring that the trust complies with the requirements of the RLA and DSTD for the purpose of furnishing this Statement and for providing all relevant information to the Trustee, Rupee Lenders' Agent of the Trust, lenders, NSE and BSE.



Independent Auditor's Certificate on historical debt service coverage ratio of Highways Infrastructure Trust (cont'd)

Auditor's Responsibility

5. Pursuant to requirements as referred to in paragraph 2 above, it is our responsibility to provide limited assurance in the form of a conclusion as to whether anything has come to our attention that causes us to believe that the historical debt service coverage ratio for the period from 23 August 2022 to 31 December 2022, as set out in the statement has not been accurately extracted from the unaudited standalone and consolidated interim financial information of the Trust, underlying books of accounts and other records maintained by the Trust for the period from 23 August 2022 to 31 December 2022, and the calculation thereof is not arithmetically inaccurate.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
8. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The procedures selected depend on the auditor's judgment, including the assessment of the areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures in relation to the accompanying Statement:
 - a) Obtained the Special Purpose Unaudited Standalone and Consolidated Interim Financial Statements of the Trust for the nine months period ended 31 December 2022;
 - b) Obtained the Special Purpose Interim Financial Statements of UEPL, SEPL and DBCPL for the period 01 April 2022 to 31 December 2022, which have been reviewed by Gianender & Associates on which they have expressed unmodified conclusion vide report dated 24 January 2022;
 - c) Obtained the Special Purpose Interim Financial Statements of JPEPL for the period 01 April 2022 to 31 December 2022, which have been reviewed by Mahesh C. Solanki & Co on which they have expressed unmodified conclusion vide report dated 24 January 2022;
 - d) Obtained the Special Purpose Interim Financial Statements of NBL and GEPL for the period 01 April 2022 to 31 December 2022, which have been reviewed by Luthra & Luthra LLP on which they have expressed unmodified conclusion vide report dated 24 January 2022;
 - e) Obtained the Special Purpose Standalone Interim Financial Statement of the Trust for the period 01 April 2022 to 22 August 2022, which have been certified by the management;
 - f) Obtained the Special Purpose Interim Financial Statements of UEPL, SEPL and DBCPL the for the period 01 April 2022 to 22 August 2022, which have been audited by Gianender & Associates on which they have expressed unmodified opinion vide reports dated 18 October 2022, 18 October 2022 and 19 October 2022 respectively;
 - g) Obtained the Special Purpose Interim Financial Statements of JPEPL for the period 01 April 2022 to 22 August 2022, which have been audited by Mahesh C. Solanki & Co on which they have expressed unmodified opinion vide report dated 19 October 2022;
 - h) Obtained the Special Purpose Interim Financial Statements of NBL and GEPL for the period 01 April 2022 to 22 August 2022, which have been reviewed by Luthra & Luthra LLP on which they have expressed unmodified conclusion vide report dated 18 October 2022;
 - i) Recomputed the figures in the statement for the period from 23 August 2022 to 31 December 2022 as balancing figures between the figures for the nine months ended 31 December 2022 (as mentioned in



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Independent Auditor's Certificate on historical debt service coverage ratio of Highways Infrastructure Trust (cont'd)

- "a", "b", "c" and "d" above) and figures for the period ended 22 August 2022 (as mentioned in "e", "f", "g" and "h" above);
- j) Obtained the independent certificate by respective auditors of the subsidiaries (Refer Annexure 1 for list of subsidiaries) of the Trust to trace the amount used in computation of historical debt service coverage ratio of the Trust;
 - k) Recomputed the historical debt service coverage ratio as mentioned in the Statement;
 - l) Obtained necessary representations from the management; and
 - m) Verified the arithmetical accuracy of the Statement.
9. The special purpose unaudited standalone and consolidated financial information, referred to in paragraph 8(a) above, have been reviewed by us, on which we have expressed an unmodified conclusion vide our report dated 08 February 2023. Our review of consolidated financial information was conducted in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India ('the ICAI'). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial information is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to the financial data and thus, provides less assurance than an audit. We have not performed an audit and accordingly, we did not express an audit opinion.

Conclusion

10. Based on our examination and the procedures performed above, evidence obtained, and the information and explanations given to us, along with the representations provided by the management, nothing has come to our attention that causes us to believe that the historical debt service coverage ratio for the period from 23 August 2022 to 31 December 2022, as set out in the Statement, has not been accurately extracted from the unaudited standalone and consolidated interim financial information of the Trust, underlying books of accounts and other records maintained by the Trust for the period from 23 August 2022 to 31 December 2022, or the calculation thereof is not arithmetically inaccurate.

Other Matter

11. The certificates referred to in paragraph 8(j) above, have been certified by Gianender & Associates for UEPL, SEPL and DBCPL, Luthra & Luthra LLP for NBL and GEPL and Mahesh C. Solanki & Co for JPEPL, who vide their certificates dated 06 February 2023, 02 February 2023 and 02 February 2023 respectively have expressed an unmodified conclusion, and whose certificate has been furnished to us by the management and which has been relied upon by us for the purpose of our examination. Our conclusion is not modified in respect of this matter.



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Independent Auditor's Certificate on historical debt service coverage ratio of Highways Infrastructure Trust (cont'd)

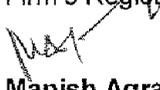
Restriction on distribution or use

12. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the RLA and DSTD. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Trust or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Trust.
13. The certificate is addressed to and provided to the Board of Directors of the Investment Manager of the Trust solely for the purpose of enabling it to comply with the requirements of the RLA and DSTD, which requires it to submit the certificate with the accompanying Statement to Trustee, Rupee Lenders' Agent and lenders and for the purpose of submission to NSE and BSE, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013


Manish Agrawal

Partner

Membership No: 507000

UDIN: 23507000BGYEPY2284

Place: Noida

Date: 08 February 2023



Walker Chandiook & Co LLP

Independent Auditor's Certificate on historical debt service coverage ratio of Highways Infrastructure Trust (cont'd)

Annexure 1

List of subsidiaries:

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



Statement on Historical Debt Service coverage ratio of Highways Infrastructure Trust :-

i) The Trust availed rupee term loan facilities from Axis Bank Limited, ICICI Bank Limited and State Bank of India for an aggregate amount of INR 7,969,034,669 pursuant to the rupee loan agreement ("RLA") dated 03 September 2022. Further, the Trust has also issued 6,500 senior, secured, taxable, rated, listed, redeemable, non-convertible debt securities pursuant to the Debt Security Trust Deed (DSTTD) dated 20 September 2022 having a face value of INR 1,000,000/- (Rupees Ten Lakhs only) each, aggregating up to INR 6,500,000,000 (Rupees Six Hundred Fifty Crore only) in two series of:

- (a) Series I Debt Securities up to INR 4,000,000,000; and
- (b) Series II Debt Securities up to INR 2,500,000,000.

Out of which Non Convertible Debentures ("NCD") of INR 2,500,000,000 have been allotted to India Infrastructure Finance Company Limited, INR 1,750,000,000 have been allotted to Nippon India Mutual Fund, INR 500,000,000 have been allotted to ICICI Bank Limited and INR 1,750,000,000 have been allotted to State Bank of India Corporate Bond Fund. The Investment Manager of the Trust has prepared the accompanying statement of the historical debt service coverage ratio pursuant to requirements of the RLA and DSTTD. Refer calculation of Historical Debt Coverage ratio for the period from 23 August 2022 to 31 December 2022 below:

ii) Below are the calculations of the Historical Debt Coverage Service Ratio :

(₹ in millions)

Particulars	For the period from 23 August 2022 to 31 December 2022							Total	Remarks
	DBCPL (Refer Note 13)	NBL (Refer Note 13)	GEPL (Refer Note 13)	JPEPL (Refer Note 13)	UEPL (Refer Note 13)	SEPL (Refer Note 13)	Trust		
Total Cash Available (A)									
Add: Cash Revenue	672.89	109.46	507.79	244.84	604.48	174.85		2,379.31	Refer Note 5
Add: Other Cash Income	38.53	11.40	4.43	13.65	23.93	5.73	24.28	121.35	Refer Note 6
Add: Funds from Investors and Non-Convertible debenture holder's in ITT for General Corporate Purpose utilised for Debt Service							381.67	381.67	Refer Note 7
Less: Premium paid (including current and deferred) to the Authority, if any, which was due during the trailing 12 months in accordance with the provisions of the Concession Agreement			(50.61)	(6.65)				(57.26)	Refer Note 8
Less: Cash operating expenditure	(91.38)	(43.57)	(63.15)	(92.39)	(73.59)	(48.18)	(82.73)	(495.00)	Refer Note 9
Less: Major maintenance expenses incurred during the period, which have not been met from the MMR									Refer Note 11
Less: Cash taxes	(66.14)				(2.75)	(1.46)	(10.38)	(80.73)	Refer Note 10
Less: MMR created or to be created during the testing period as per Base Case Business Plan									Refer Note 11
Total (A)	558.90	137.29	398.46	158.84	552.07	130.94	312.84	2,249.35	
External debt obligation (B)- (for the trailing 12 months, excluding any bullet payments, which have been refinanced during the period)									
Add: Interest/ coupon payments on external debt	23.73	9.23	34.64	55.17	15.02		288.38	426.16	Refer Note 12
Add: any fees paid on external debt							119.40	119.40	
Add: principal paid on external debt				27.91			64.58	92.50	
Total (B)	23.73	9.23	34.64	83.08	15.02	-	472.37	638.06	
DSCR : Total Cash Available (A) / External debt obligation (B)								3.53	

Notes:

- 1 The Statement has been prepared on the basis of unaudited standalone and consolidated interim financial information of the Highways Infrastructure Trust ("Trust"), underlying books of accounts and other records maintained by the Trust for the period from 23 August 2022 to 31 December 2022. The figures for the nine months period ended 31 December 2022 of unaudited standalone and consolidated interim financial statement of the Trust are reviewed by the statutory auditor's of the Trust and for the subsidiaries, same are reviewed by their respective auditors. The figures for the period 01 April 2022 to 22 August 2022 of the subsidiaries are reviewed/audited by their respective auditors of the subsidiaries and for Trust the same is certified by the management. The above figures for the period from 23 August 2022 to 31 December 2022 computed as balancing figures between the figures for the nine months ended 31 December 2022 of unaudited standalone and consolidated interim financial information of the Trust and standalone financial information of the subsidiaries and figures for the period 01 April 2022 to 22 August 2022 of the subsidiaries and the Trust.
- 2 As per the terms of Debt Security Trust Deed and Rupee Loan Agreement, DSCR calculation is based on the cash available for debt servicing and debt servicing obligations for the trailing 12 months period; However, considering the Trust physically required the Project SPV's on 23 August 2022, therefore, the numbers reported above are considered from 23 August 2022 till 31 December 2022.
- 3 There are no transactions in standalone Trust from 01 April 2022 till 22 August 2022.
- 4 The figures reported above are after considering the impacts of all eliminations of inter SPV / Trust transactions.
- 5 Cash Revenue represents revenue from operations as per the statement of Profit and Loss of the Trust and subsidiaries, proportionate amount of actually annuity received in cash in SEPL and NBL and excluding Interest income (an annuity receivable from Concession authority and Revenue from operations and maintenance of road for the period 23 August 2022 to 31 December 2022 being notional in nature. Further, revenue from operations of standalone trust doesn't includes income generated from inter SPV transactions, considering the numbers reported above are after eliminations.
- 6 Other cash income represents other income as per the statement of Profit and Loss of the Trust and subsidiaries excluding fair value gain of mutual fund (MFM gain) for the period from 23 August 2022 to 31 December 2022.
- 7 It includes the amount raised from Unit holders of the Trust as General Corporate purpose that are utilized for the purpose of Cash Taxes, Cash Operating Expense and payment of Interest/ coupon payments, principal and fees paid on external debt.

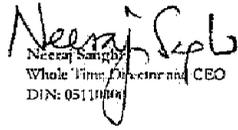
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IDENTIFICATION
PURPOSES



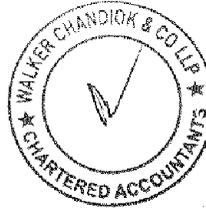
Statement on Historical Debt Service coverage ratio of Highways Infrastructure Trust (Cont'd):-

- 8 Premium paid (including current and deferred) to the Authority represents Concession Premium paid to National Highway Authority of India ("NHAI") / Public Works Department ("PWD") for the period 23 August 2022 to 31 December 2022.
- 9 Cash operating expenses represents Employee Benefit expenses, Subcontracting Expenses and Operating Expenses as per the statement of Profit and Loss of the Trust and subsidiaries excluding Loss on investments carried at fair value through profit or loss (net), provision against major maintenance obligation and excess provision written back being notional in nature for the period from 23 August 2022 to 31 December 2022. Further, finance cost has not been considered in order to calculate total cash available for debt servicing.
- 10 Cash Taxes represent current tax expense as per statement of Profit and Loss of the Trust and subsidiaries for the period from 23 August 2022 to 31 December 2022.
- 11 As per the existing financing documents and one communication with the Rupee Lenders and Debenture holders, additional MMR is not required to be created for the period of 23 August 2022 to 31 December 2022 beyond the MMR already created and informed to ICICI bank vide letter dated 06 September 2022. Further, all the major maintenance expenditure has been met from major maintenance reserve, hence no additional expenditure over and above major maintenance reserve has been incurred.
- 12 Interest/ coupon payments on external debt and principal paid on external debt represents interest and principal paid or payable on debt obtained from external parties for the period from 23 August 2022 to 31 December 2022. Further any fees paid on external debt represents processing fees paid by the Trust on availment on rupee term loans and non-convertible debentures post acquisition of subsidiaries.
- 13 DBCPL - Dewas Bhopal Corridor Private Limited; GEPL - Godara Expressways Private Limited; NBL - Ninnal BOT Limited; JPEPL - Jodhpur Pali Expressways Private Limited; SESP - Shillong Expressways Private Limited; UEPL - Uthandupet Expressways Private Limited, (herein referred to as "project SPVs" or "SPVs" or "subsidiaries").

For and on behalf of Board of Directors of
Highway Concessions One Private Limited
(As the Investment Manager of Highways Infrastructure Trust)


Neeraj Sanghvi
Whole Time Director and CEO
DIN: 05110008


Narayankar Doraiswamy
Chief Financial Officer



SIGNED FOR
IDENTIFICATION
PURPOSES

Place: Mumbai
Date: 08 February 2023