

Date: July 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 June 30, 2024**

We, Highway Concessions One Private Limited (“**HC1/IM**”) acting in the capacity of the Investment Manager of Highways Infrastructure Trust (the “**Trust/HIT**”), 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 June 30, 2024.
2. We have maintained minimum level of public holding as required under Regulation 14(1A) of the InvIT Regulations, 2014.
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 HIT are maintaining a functional website [www.highwaystrust.com](http://www.highwaystrust.com) as per the contents and including the relevant information about InvIT as specified in Chapter 4 of Master Circular for InvITs 2024. 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/dropped-off or pending at the end of quarter ending March 31, 2024.
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 regulatory authorities:-
  - A. Mr. Neeraj Sanghi retired from the position of Chief Executive Officer and Whole-time Director of the IM with effect from March 31, 2024 (end of business hours). To fill the vacancy, Mr. Gaurav Chandna and Dr. Zafar Khan were appointed as Joint CEOs with

effect from April 1, 2024. Also, on March 22, 2024, Mr. Gaurav Chandna was appointed to the Board of Directors of the IM as an Additional Executive Director.

- B. The Board of Directors of the IM at their meeting held on May 16, 2024 has appointed Mr. Rajesh Kumar Pandey, as an Additional Independent Director and Mr. Stefano Ghezzi, as an Unitholder Nominee Director.
- C. The Board of the Directors of the IM has inducted Mr. Gaurav Chandna in certain committees with effect from April 1, 2024. The reconstituted composition of such committees is as follows:

Name of the Committee	Revised Composition with effect from April 1, 2024
<b>Risk Management Committee</b>	(i) Mr. Manish Agarwal (ii) Mr. Gaurav Chandna (iii) Mr. Abhishek Chhajjer
<b>Stakeholders Relationship Committee</b>	(i) Mr. Janakiraman Subramanian (ii) Mr. Gaurav Chandna (iii) Ms. Ami Momaya
<b>InvIT Committee</b>	(i) Mr. Ami Momaya (ii) Mr. Gaurav Chandna
<b>Investment Committee</b>	(i) Mr. Hardik Shah (ii) Mr. Gaurav Chandna (iii) Mr. Manish Agarwal (iv) Mrs. Sudha Krishnan
<b>CSR and ESG Committee</b>	(i) Ms. Ami Momaya (ii) Mr. Manish Agarwal (iii) Mr. Gaurav Chandna

- D. On June 11, 2024, the unitholders of the Trust have approved the following items via postal ballot:-
- To grant authority to borrow and create charge on assets and matters related thereto.
  - To consider and approve the variation in terms of use of proceeds raised from the rights issue of units made by the trust.
  - To consider and approve the proposed acquisition of Bangalore Elevated Tollway Private Limited ("**Target Entity**" or "**BETPL**") from Galaxy Investments II Pte. Ltd., ("Transferor" or the "Sponsor") the sponsor of the Trust by issuing units of the Trust to discharge the consideration for the acquisition.
  - To consider and approve the issuance of units of the Trust for an aggregate amount up to approximate ₹ 5,007.34 million on a Preferential Basis to certain entities.
- E. On June 12, 2024, 5,87,02,708 units of the HIT at a price of INR 85.30 per Unit for an aggregate amount of up to INR 5,00,73,40,992.40/- were allotted on a preferential basis. The same was listed on January 13, 2024.

- F. During the quarter, the Trust has completed the acquisition of 100% equity interest in BETPL on June 12, 2024. BETPL is a 24.365 km section of NH-7 located between Bengaluru Urban in Karnataka and Krishnagiri in Tamil Nadu, starting from km 8.765 near Silk Board Junction in Bengaluru and ending near Hosur at km 33.130. It is part of the North-South Corridor from Kanyakumari to Srinagar, serving key areas such as Electronic City, Bommasandra, Chandapur, and Attibele. This road is a major link between Bengaluru and Chennai, as well as other districts in Tamil Nadu. Important settlements along this route include HSR Layout, BTM Layout, Silk Board Colony, Bommanahalli, and Electronic City. The toll plaza has been operational since April 2010.
7. 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 under **Annexure 13**. For the purposes of disclosure, litigations involving claims exceeding Rs. 211.9 million, i.e., 1.5% of the total revenue from operations of the special purpose vehicles as of the period ended March 31, 2024, being the last audited financials available, or which are otherwise considered material by the management, have been considered.
8. We confirm that since units of the Trust are listed on the National Stock Exchange, regulation 26A to 26F of InvIT Regulations are not applicable to the Trust. We further confirm that we are in compliance with Regulation 26G to 26K of INVIT Regulations.
9. Further, pursuant to Reg. 10(18)(a) of the InvIT Regulations we as the Investment Manager of the Trust have made timely submissions of the previous quarter reports, and are hereby submitting the report for the quarter ended June 30, 2024 with the following details:-

<b>PERIODIC COMPLIANCES</b>		
<b>Sr. No.</b>	<b>Requirement</b>	<b>Compliance Status</b>
1.	Details of all funds received by InvIT, and all payments made.	Complied. Refer <b>Annexure 1</b> . It may be noted the numbers have been prepared by the management and are unaudited.
2.	Status of development of under construction projects, (if any).	Not Applicable for the quarter - the Trust does not have any under construction projects.
3.	Copy of the activity and performance report placed before the Board as per Regulation 10(24) of the InvIT Regulations, 2014.	Complied. Refer <b>Annexure 2</b>
4.	Pursuant to Chapter 4 of Master Circular for InvITs 2024, 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	Complied. Refer <b>Annexure 3</b>

	been fully utilised or the purpose for which these proceeds were raised has been achieved.	
5.	Pursuant to Chapter 4 of Master Circular for InvITs 2024, a statement containing details of Investor complaints in the format prescribed in Annexure 7 of the Master Circular 2024 has been submitted to the Stock Exchange within 21 (twenty-one) days from the end of quarter.	Complied. Refer <b>Annexure 4</b>
6.	Pursuant to Chapter 4 of Master Circular for InvITs 2024, 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.	Complied. Refer <b>Annexure 5</b>
7.	Copy of Financial Information and Additional Disclosures submitted to the Stock Exchange as per Chapter 4 of the Master Circular for InvITs 2024, within following timelines: <del>First half year period of the financial year shall be submitted within 45 days from the end of the half year.</del> <del>Annual financial information shall be submitted within 60 days from the end of the financial year.</del>	Not Applicable, However, the financials information and additional disclosures for the quarter ending June 30, 2024 shall be provided upon approval by Board of Directors of the IM.
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.	Not applicable, for the quarter ending June 30, 2024, 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).	Complied. Refer <b>Annexure 6</b>

<b>EVENT BASED COMPLIANCES</b>		
<b>Sr. No.</b>	<b>Requirement</b>	<b>Compliance Status</b>
1.	In terms of Regulation 9(9) of the InvIT Regulations, 2014 necessary systems and procedures are in place. These systems are sufficient for effective monitoring and functioning of InvIT.	All necessary systems and procedures, if any, as required by the Trustee, are in place. These systems are sufficient for effective monitoring and functioning of the Trust.
2.	A. Details of related party transactions, if any, carried out between Investment Manager and its associates in terms of Regulation 9(6) of SEBI InvIT Regulations, 2014.  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.	A. Complied. Please refer to <b>Annexure 7</b> with details of related party transactions based on management analysis. The details with respect to the Trust and its SPVs may be modified upon completion of audit. The final statement of the related party transaction for the Trust and its SPV will be submitted along with the financial results. The statement

	<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="339 577 922 1083"> <thead> <tr> <th>Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>(a) Amount of additional borrowings in FY 2024-2025</td> <td></td> </tr> <tr> <td>(b) Total consolidated borrowings of the InvIT, holdco and the SPV(s) as on 31-March-2024</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	(a) Amount of additional borrowings in FY 2024-2025		(b) Total consolidated borrowings of the InvIT, holdco and the SPV(s) as on 31-March-2024		(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.		<p>for Investment Manager shall continue to be based on management analysis.</p> <p>B. As a privately placed InvIT, the regulation is not applicable to the Trust.</p>
Particulars	Amount											
(a) Amount of additional borrowings in FY 2024-2025												
(b) Total consolidated borrowings of the InvIT, holdco and the SPV(s) as on 31-March-2024												
(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.												
<p>3.</p>	<p>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>	<p>During the quarter, HIT has acquired 100% equity interest in Bangalore Elevated Tollway Private Limited.</p> <p>The details of acquisition was 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 acquisition was approved by the unitholders and is in line with the investment strategy of the Trust.</p>										
<p>4.</p>	<p>Details of any action which requires approval from the unit holders as required under the InvIT Regulations, 2014.</p>	<p>The following matters were considered by the unitholders and were approved:</p> <ol style="list-style-type: none"> <li>Authority to borrow and create charge on Assets and matters related thereto.</li> <li>The variation in terms of use of proceeds raised from the Rights issue of units made by the Trust.</li> </ol>										

		<p>c. The proposed acquisition of Bangalore Elevated Tollway Private Limited (“Target Entity”) from Galaxy Investments II Pte. Ltd, the sponsor of the Trust.</p> <p>d. The issuance of units of the Trust for an aggregate amount up to approximate ₹ 5,007.34 million on a preferential basis to certain entities.</p> <p>Refer <b>Annexure 8 (a) &amp; (b)</b>.</p>
5.	<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 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>	<p>Consequent to the retirement of Mr. Neeraj Sanghi from the position of Chief Executive Officer and Whole-time Director of the Investment Manager with effect from March 31, 2024 (end of business hours). Mr. Gaurav Chandna and Dr. Zafar Khan were appointed as Joint CEOs with effect from April 1, 2024. Also, on March 22, 2024, Mr. Gaurav Chandna was appointed to the Board of Directors of the Investment Manager as an Additional Executive Director with effect from April 1, 2024 and the intimation for the same was provided to the Trustee.</p> <p>Further, the Board of Directors at their meeting of the Investment Manager held on May 16, 2024 has appointed Mr. Rajesh Kumar Pandey, as an Additional Independent Director and Mr. Stefano Ghezzi, as an Unitholder Nominee Director.</p> <p>The same was intimated to the Trustee simultaneously.</p> <p>Refer <b>Annexure 9(a), 9(b) &amp; 9(c)</b>.</p>
6.	<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>	Complied

	B. Compliance under sub-regulations (6), (7) and (8) of Regulation 18 of the InvIT Regulations, 2014 has been made.	
7.	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>On June 12, 2024, 5,87,02,708 units of the HIT at an issue price of INR 85.30 per Unit for an aggregate amount of up to INR 5,00,73,40,992.40/- were allotted on a preferential basis. The units got listed on June 13, 2024.</p> <p>We confirm that all compliances with the relevant regulations was undertaken.</p>
8.	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.	Not Applicable for the quarter
9.	<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 B. Observed by the Compliance Officer</p>	<p>No non-compliance was observed during the quarter.</p> <p>However, the thematic inspection of the Trust was conducted and a summary of observations along with action taken report are enclosed as <b>Annexure 10</b>.</p> <p>Currently the preliminary examination of compliance by InvIT Regulations by the internal auditors of the Investment Manager is ongoing as per instructions from SEBI.</p>
10.	<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>	Complied, Refer <b>Annexure 11</b>
11.	Pursuant to Chapter 4 of Master Circular for InvITs 2024, 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.	Complied. Refer <b>Annexure 12</b>

12.	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 trustee and has been rectified within six months from the date of breach.	Complied
13.	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 <b>Annexure 8 (a)</b>
14.	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>

**For and on behalf**

**Highway Concessions One Private Limited**

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



**Kunjal Shah**

**Company Secretary & Compliance officer**

Place: **Mumbai**

Date: **July 30, 2024**