

February 06, 2024

To

<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E), Mumbai-400051. <b>Symbol – HIGHWAYS</b>	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001. <b>Security Code - 974227, 974228, 975333 &amp; 725795</b>
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**Sub:** Certificate issued by the Statutory Auditor pursuant to Regulation 54 of SEBI LODR Regulations covering the security cover.

Dear Sir/Madam,

Pursuant to Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with circulars and guidelines issued thereunder ("**SEBI LODR Regulations**") and SEBI Circular No. SEBI/HO/MIRSD/CRADT/CIR/P/2022/67 dated May 19, 2022, we hereby inform that Highways Infrastructure Trust has maintained the 'Security Cover' for the period ended on December 31, 2024 as per the terms and conditions specified in the Debenture Trust Deed(s) and the security cover certificate provided by the Statutory Auditors in this regard is enclosed herewith.

The same is also available on the website of the Trust at [www.highwaystrust.com](http://www.highwaystrust.com).

You are requested to kindly take the same on record.

Thanking you,

**For Highway Concessions One Private Limited**

*(acting as an Investment Manager of Highways Infrastructure Trust)*

**Kunjal Shah**

**Company Secretary & Compliance Officer**

**Place: Mumbai**

**CC:**

<b>Axis Trustee Services Limited</b> ("Trustee of the HIT") Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400025, Maharashtra, India.	<b>Catalyst Trusteeship Limited</b> ("Debenture Trustee") Windsor, 6th floor, Office No.604, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400098, Maharashtra, India.
<b>ICICI Bank Ltd.,</b> (Issuing and Paying Agent) ICICI Bank Towers, Bandra Kurla Complex, Mumbai	

**Independent Auditor's Certificate on Statement of book values of the assets offered as security against senior, secured, taxable, rated, listed, redeemable non-convertible debt securities ('NCDs') pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 1.1 of Chapter V of SEBI operational circular for Debenture Trustees dated 31 March 2023 and compliance with financial covenants pursuant to Regulation 15(1)(f) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 2.1 of Chapter VI of SEBI Operational Circular for Debenture Trustees dated 31 March 2023**

To,  
The Board of Directors,  
Highway Concessions One Private Limited  
(As the Investment Manager of Highways Infrastructure Trust)  
601-602, 6th Floor, Windsor House, Off CST Road, Kalina,  
Santacruz (East), Mumbai, Maharashtra – 400098

1. This certificate is issued in accordance with the terms of our engagement letter dated 25 October 2023 with **Highways Infrastructure Trust** ("the Trust")
2. The accompanying statement containing details of book values of the assets offered as security against senior, secured, taxable, rated, listed, redeemable non-convertible debt securities ('NCDs') of the Trust outstanding as at 31 December 2023 (Section I), and the details of compliance with the financial covenant as per the terms of debt security trust deed ("DSTD") dated 20 September 2022, as included in (Sections II and III) of the aforesaid statement (collectively referred to as 'the Statement') has been prepared by the Investment Manager of the Trust for the purpose of submission of the Statement along with this certificate to the Catalyst Trusteeship Limited ("Debenture Trustee"), pursuant to the requirements of Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 (as amended) ('Debenture Trustees Regulations') read with Clause 1.1 of Chapter V of SEBI operational circular for Debenture Trustees dated 31 March 2023 and Regulation 15(1)(f) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 2.1 of Chapter VI of SEBI operational circular for Debenture Trustees dated 31 March 2023 (collectively referred to as 'the Regulations') and also for the purpose of submission to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). We have initialled the Statement for identification purposes only.

**Responsibilities of Investment Manager of the Trust 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.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and has its registered office at L-41 Connaught Circus, Outer Circle, New Delhi, 110001, India

# Walker Chandiook & Co LLP

Independent Auditor's Certificate on Statement of book values of the assets offered as security against senior, secured, taxable, rated, listed, redeemable, non-convertible debt securities ('NCDs') pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 1.1 of Chapter V of SEBI operational circular for Debenture Trustees dated 31 March 2023 and compliance with financial covenants pursuant to Regulation 15(1)(f) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 2.1 of Chapter VI of SEBI Operational Circular for Debenture Trustees dated 31 March 2023 (Cont'd)

4. The Investment Manager of the Trust is also responsible for ensuring the compliance with the requirements of the Regulations and DSTD for the purpose of furnishing this Statement and for providing all relevant information to the Debenture Trustee, NSE and BSE.

## Auditor's Responsibility

5. Pursuant to requirement of the Regulations, as referred to in paragraph 2 above, it is our responsibility to express limited assurance in the form of a conclusion as to whether anything has come to our attention that cause us to believe that:
- a. the details included in Section I of the accompanying statement regarding book value of the assets offered as security against senior, secured, taxable, rated, listed, redeemable NCD of the Trust outstanding as at 31 December 2023 are, in all material respects, not in agreement with the unaudited standalone financial results of the Trust, underlying books of account and other relevant records and documents maintained by the Trust for the quarter and nine-months ended 31 December 2023 which have been subjected to limited review pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), and that the calculation thereof is not arithmetically accurate.
  - b. the details included in Section II of the accompanying statement regarding compliance with financial covenants relating to consolidated net debt to enterprise value as stated in Paragraph (ix) of Clause (d) of schedule III of the DSTD of senior, secured, taxable, rated, listed, redeemable NCDs of the Trust outstanding as at 31 December 2023, is not in compliance with the terms of aforesaid DSTD and the amounts used in computation of such financial covenants are not in agreement with the special purpose unaudited consolidated interim financial information of the Trust, underlying books of account and other relevant records and documents maintained by the Trust for the quarter and nine-months ended 31 December 2023, and that the calculation thereof is not arithmetically accurate.
  - c. the details included in Section III of the accompanying Statement with respect to financial covenant on 'Historical Debt Service Coverage Ratio' as stated in Paragraph (ix) of clause (d) of schedule III of DSTD of the senior, secured, taxable, rated, listed, redeemable NCDs outstanding at 31 December 2023 is not in compliance with the terms of DSTD and is in all material respects, not in agreement with the:
    - (i) unaudited standalone financial results and special purpose unaudited consolidated interim financial information of the Trust for the quarter and nine-months ended 31 December 2023;
    - (ii) audited standalone and consolidated financial statements of the Trust for the financial year ended 31 March 2023;
    - (iii) unaudited standalone financial results and special purpose unaudited consolidated interim financial information of the Trust for the period ended 31 December 2022; and
    - (iv) underlying books of account and other relevant records and documents maintained by the Trust for the financial year ended 31 March 2023 and for the quarter and nine-months ended 31 December 2023 or that the calculation thereof is not arithmetically incorrect.
6. The columns with respect to market value of assets (columns K to O) of the Section I of accompanying Statement are not covered by this certificate and no procedures have been performed by us on such information as per our terms of engagement.



# Walker Chandio & Co LLP

**Independent Auditor's Certificate on Statement of book values of the assets offered as security against senior, secured, taxable, rated, listed, redeemable, non-convertible debt securities ('NCDs') pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 1.1 of Chapter V of SEBI operational circular for Debenture Trustees dated 31 March 2023 and compliance with financial covenants pursuant to Regulation 15(1)(f) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 2.1 of Chapter VI of SEBI Operational Circular for Debenture Trustees dated 31 March 2023 (Cont'd)**

7. The unaudited standalone financial results and special purpose unaudited consolidated interim financial information for the quarter and nine-months ended 31 December 2023, referred to in paragraph 5 (a) above, have been reviewed by us, on which we have expressed an unmodified conclusion vide our report dated 06 February 2024. Our review of unaudited standalone financial results and special purpose unaudited consolidated interim 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 Trust 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.
8. The audited standalone and consolidated financial statements for the financial year ended 31 March 2023, referred to in paragraph 5 (b) or 5 (c)(ii) above, have been audited by us, on which we have expressed an unmodified audit opinion vide our report dated 19 May 2023. Our audit of these standalone and consolidated financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the ICAI. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
9. The unaudited standalone financial results and special purpose unaudited consolidated interim financial information for the period ended 31 December 2022, referred to in paragraph 5 (c)(iii) above, have been reviewed by us, on which we have expressed an unmodified conclusion vide our report dated 08 February 2023. Our review of unaudited standalone financial results and special purpose unaudited consolidated interim 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 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 Trust 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.
10. 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.
11. 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.
12. 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:

**Section I of the accompanying Statement - Statement on book values of the assets offered as security:**

- a) Obtained the list and value of assets offered as security against senior, secured, taxable, rated, listed, redeemable NCDs of the Trust outstanding as at 31 December 2023;
- b) Traced the book values of assets mentioned in columns A to J from the Statement to the unaudited standalone financial results, underlying books of account and other relevant records and documents maintained by the Trust for the period ended 31 December 2023, and which have been subjected to limited review as mentioned in paragraph 7 above;





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**Independent Auditor's Certificate on Statement of book values of the assets offered as security against senior, secured, taxable, rated, listed, redeemable, non-convertible debt securities ('NCDs') pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 1.1 of Chapter V of SEBI operational circular for Debenture Trustees dated 31 March 2023 and compliance with financial covenants pursuant to Regulation 15(1)(f) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 2.1 of Chapter VI of SEBI Operational Circular for Debenture Trustees dated 31 March 2023 (Cont'd)**

- c) Traced the principal amount of the senior, secured, taxable, rated, listed, redeemable NCDs and other debt outstanding as at 31 December 2023 to the unaudited standalone financial results, underlying books of account and other relevant records and documents maintained by the Trust for the period ended 31 December 2023;
- d) Obtained necessary representations from the Investment Manager of the Trust; and
- e) Verified the arithmetical accuracy of the Statement.

## **Section II of the accompanying Statement - Statement on financial covenant on 'Consolidated net debt to enterprise value':**

- f) Verified the computation of financial covenants in relation to 'Consolidated Net Debt to Enterprise value' as mentioned in the Section II of the Statement as on 31 December 2023 and ensured that it is in accordance with the basis of computation given in the DSTD, and the amounts used in such computation for 'consolidated net debt' have been accurately extracted from special purpose unaudited consolidated interim financial Information, underlying books of account and other relevant records and documents maintained by the Trust for the quarter and nine-months ended 31 December 2023 and also traced the enterprise value as at 21 November 2023 from the valuation report dated 15 December 2023 of the independent registered valuer appointed by the Trust in accordance with SEBI (Infrastructure Investments Trusts) Regulations, 2014, as amended, used for calculation of enterprise value in consolidated net debt to enterprise value ratio;
- g) Obtained necessary representations from the Investment Manager of the Trust; and
- h) Verified the arithmetical accuracy of the Statement.

## **Section III of the accompanying Statement - Statement on financial covenant on Historical Debt Service Coverage Ratio ("DSCR"):**

- i) Obtained the unaudited standalone financial results and special purpose unaudited consolidated interim financial information of the Trust for the quarter and nine-months ended 31 December 2023;
- j) Obtained the special purpose unaudited interim financial information of Ulundurpet Expressways Private Limited ("UEPL"), Shillong Expressway Private Limited ("SEPL"), and Dewas Bhopal Corridor Private Limited ("DBCPL") for the quarter and nine-months ended 31 December 2023, which have been reviewed by Gianender & Associates on which they have expressed unmodified conclusion vide report dated 19 January 2024;
- k) Obtained the special purpose unaudited interim financial information of Jodhpur Pali Expressway Private Limited ("JPEPL") for the quarter and nine-months ended 31 December 2023, which have been reviewed by Mahesh C. Solanki & Co on which they have expressed unmodified conclusion vide report dated 19 January 2024;
- l) Obtained the special purpose unaudited interim financial information of Nirmal BOT Private Limited ("NBPL") (Formerly known as Nirmal BOT Limited) and Godhra Expressways Private Limited ("GEPL") for the quarter and nine-months 31 December 2023, which have been reviewed by Luthra & Luthra LLP on which they have expressed unmodified conclusion vide report dated 19 January 2024;
- m) Obtained the special purpose unaudited interim financial information of Udupi Tollway Private Limited ("UTPL") (formerly known as Navayuga Udupi Tollway Private Limited) for nine-months period ended 31 December 2023 and period from 02 November 2023 to 31 December 2023, which have been reviewed by RCV & CO on which they have expressed unmodified conclusion vide report dated 19 January 2024;
- n) Obtained the audited standalone and consolidated financial statements of the Trust for the year ended 31 March 2023;



# Walker ChandioK & Co LLP

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- o) Obtained the financial statements of UEPL, SEPL and DBCPL for the year ended 31 March 2023, which have been audited by Gianender & Associates on which they have expressed unmodified opinion vide report dated 21 April 2023;
- p) Obtained the financial statements of JPEPL for the year ended 31 March 2023, which have been audited by Mahesh C. Solanki & Co on which they have expressed unmodified opinion vide report dated 21 April 2023;
- q) Obtained the financial statements of NBPL (Formerly known as Nirmal BOT Limited) and GEPL for the year ended 31 March 2023, which have been audited by Luthra & Luthra LLP on which they have expressed unmodified opinion vide report dated 21 April 2023;
- r) Obtained the unaudited standalone financial results and unaudited consolidated financial results of the Trust for the period 01 April 2022 to 31 December 2022;
- s) Obtained the special purpose interim financial information 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 reports dated 24 January 2023;
- t) Obtained special purpose interim financial information 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 2023;
- u) Obtained the special purpose unaudited interim financial information of NBPL 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 2023;
- v) Recomputed the figures in the statement for the period from 01 January 2023 to 31 December 2023 as total of figures for the period from (i) 01 January 2023 to 31 March 2023 which is calculated as balancing figures between the figures for the year ended 31 March 2023 (as mentioned in "n", "o", "p" and "q" above), and figures for the period from 01 April 2022 to 31 December 2022 (as mentioned in "r", "s", "t" and "u" above), and (ii) figures for the nine-months period ended 31 December 2023 (as mentioned in "i", "j", "k", "l", and "m" above);
- w) Obtained the independent certificate issued 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;
- x) Verified the computation in respect of compliance of covenant on the historical debt service coverage ratio as mentioned in the Statement;
- y) Obtained necessary representations from the Investment Manager of the Trust; and
- z) Verified the arithmetical accuracy of the Statement.



# Walker ChandioK & Co LLP

**Independent Auditor's Certificate on Statement of book values of the assets offered as security against senior, secured, taxable, rated, listed, redeemable, non-convertible debt securities ('NCDs') pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 1.1 of Chapter V of SEBI operational circular for Debenture Trustees dated 31 March 2023 and compliance with financial covenants pursuant to Regulation 15(1)(f) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 2.1 of Chapter VI of SEBI Operational Circular for Debenture Trustees dated 31 March 2023 (Cont'd)**

## Conclusion

13. Based on our examination and the procedures performed as per paragraph 12 above, evidences obtained, and the information and explanations given to us, along with the representations provided by the Investment Manager of the Trust, nothing has come to our attention that cause us to believe that the:
- the details mentioned in Section I of the accompanying statement regarding book value of the assets offered as security against senior, secured, taxable, rated, listed, redeemable NCD of the Trust outstanding as at 31 December 2023, are in all material respects not in agreement with the unaudited standalone financial results of the Trust, underlying books of account and other relevant records and documents maintained by the Trust for the quarter and nine-months ended 31 December 2023 which have been subject to limited review pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('SEBI LODR'), or that the calculation thereof is not arithmetically accurate.
  - the details included in Section II of the accompanying statement regarding compliance with financial covenants relating to consolidated net debt to enterprise value as stated in Paragraph (ix) of Clause (d) of schedule III of the DSTD of senior, secured, taxable, rated, listed, redeemable, NCDs of the Trust outstanding as at 31 December 2023, is not in compliance with the terms of aforesaid DSTD and is in all material respects not in agreement with the special purpose unaudited consolidated interim financial information of the Trust, underlying books of account and other relevant records and documents maintained by the Trust for the quarter and nine-months ended 31 December 2023, and that the calculation thereof is not arithmetically accurate; and
  - the details included in Section II of the accompanying statement with respect to financial covenant on 'Historical Debt Service Coverage Ratio' as stated in Paragraph (ix) of clause (d) of schedule III of DSTD of the senior, secured, taxable, rated, listed, redeemable, NCDs outstanding as at 31 December 2023 is not in compliance with the terms of DSTD and is in all material respects, not in agreement with the:
    - unaudited standalone financial results and special purpose unaudited consolidated interim financial information of the Trust for the quarter and nine-months ended 31 December 2023;
    - audited standalone and consolidated financial statements of the Trust for the financial year ended 31 March 2023;
    - unaudited standalone financial results and special purpose unaudited consolidated interim financial information of the Trust for the period ended 31 December 2022; and
    - underlying books of account and other relevant records and documents maintained by the Trust for the financial year ended 31 March 2023, nine-months ended 31 December 2022 and for the quarter and nine-months ended 31 December 2023 or that the calculation thereof is not arithmetically accurate.

## Other matter

14. The certificates referred to in paragraph 12(w) above, have been certified by Gianender & Associates for UEPL, SEPL and DBCPL, Luthra & Luthra LLP for NBPL and GEPL, RCV & CO. for UTPL, and Mahesh C. Solanki & Co for JPEPL, who vide their certificates dated 06 February 2024, 06 February 2024, 06 February 2024 and 06 February 2024 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.



# Walker Chandiok & Co LLP

Independent Auditor's Certificate on Statement of book values of the assets offered as security against senior, secured, taxable, rated, listed, redeemable, non-convertible debt securities ('NCDs') pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 1.1 of Chapter V of SEBI operational circular for Debenture Trustees dated 31 March 2023 and compliance with financial covenants pursuant to Regulation 15(1)(f) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 2.1 of Chapter VI of SEBI Operational Circular for Debenture Trustees dated 31 March 2023 (Cont'd)

## Restriction on distribution or use

15. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Regulations. 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 the 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.
16. 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 Regulations as mentioned in paragraph 2, which inter alia, require it to submit this certificate along with the Statement to the Debenture Trustee of the Trust, and for the purpose of submission to NSE and BSE, and therefore, this certificate should not be used, or referred to for any other purpose without our prior written consent.

## For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

MANISH  
KUMAR  
AGRAWAL

Digitally signed  
by MANISH  
KUMAR  
AGRAWAL  
Date: 2024.02.06  
17:51:32 +05'30'

Manish Agrawal

Partner

Membership No: 507000

UDIN: 24507000BKDHNB3167



Place: Bengaluru

Date: 06 February 2024



# Walker Chandio & Co LLP

Independent Auditor's Certificate on Statement of book values of the assets offered as security against senior, secured, taxable, rated, listed, redeemable, non-convertible debt securities ('NCDs') pursuant to Regulation 15(1)(t)(i)(a) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 1.1 of Chapter V of SEBI operational circular for Debenture Trustees dated 31 March 2023 and compliance with financial covenants pursuant to Regulation 15(1)(f) of SEBI (Debenture Trustees) Regulations, 1993 read with Clause 2.1 of Chapter VI of SEBI Operational Circular for Debenture Trustees dated 31 March 2023 (Cont'd).

## Annexure 1

### List of subsidiaries considered:

1. Ulundurpet Expressways Private Limited ('UEPL')
2. Nirmal BOT Private Limited ('NBPL') (Formerly known as Nirmal BOT Limited)
3. Jodhpur Pali Expressway Private Limited ('JPEPL')
4. Shillong Expressway Private Limited ('SEPL')
5. Godhra Expressways Private Limited ('GEPL')
6. Dewas Bhopal Corridor Private Limited ('DBCPL')
7. Udupi Tollway Private Limited ('UTPL') (formerly known as Navayuga Udupi Tollway Private Limited) w.e.f. 02 November 2023



## (\$ in millions)

SIGNED FOR  
IDENTIFICATION  
PURPOSES ONLY

... have been intentionally left blank.



Notes:

**Notes:**

1. The amount disclosed in column A to 1) is accurately extracted from unaudited standalone financial results of the Trust for the quarter and nine months ended 31 December 2023 prepared in accordance with recognition and measurement principles prescribed under Indian Accounting Standard-34 Interim Financial Reporting (Ind AS 34) as prescribed in rule 2(1)(o) of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India.

2. The above mentioned investment in equity and loans of the subsidiaries of the Trust does not include investment in equity and loans of subsidiaries namely (i) ANHPL - Anel Highway Private Limited amounting ₹ 1,311.49 millions and ₹ 284.48 millions respectively, (ii) GSHPL - Gurgaon Sohna Highway Private Limited amounting ₹ 844.46 millions and ₹ 11.11 millions respectively, (iii) RAHPL - Rewari Ateli Highway Private Limited ₹ 757.85 millions and ₹ 341.58 millions respectively, and accordingly the same does not state pari-passu charge with external borrowings of the Trust.

Debt securities to which this certificate pertains is outstanding amount of ₹ 9,87,500/- (Rupees Nine Lakhs Eighty Seven Thousand Five Hundred only).

Other debt sharing pari-passu charge with above debt includes current and non current portion of Rupee Term Loan (RTL) taken from ICICI Bank Limited, State Bank of India, Axis Bank Limited and India Infrastructure Finance Company Limited.

5 Cover on book value has been calculated in the following manner:

$$\text{Pari-passu security cover} = \frac{\text{Value of assets (Column F)}}{\text{Outstanding value of corresponding debt (refer note 7)}} \div \text{interest accrued (both NCD and RTL)}$$

Pari-passu security cover (on book value) = 270

6. Cover on market value has been calculated in the following manner:

$$\text{Patri - nassu security cover} = \text{Total value of assets (Column O)} / \text{Outstanding value of corresponding debt (refer note 7) + interest accrued (both NCD and RTU)}$$

Pari-passu security cover (on market value) = 2.70

7. Value of corresponding debt includes debt securities to which certificates pertain and all other debt sharing pari-passu charge with that debt.

Assets not offered as security includes Rated, Listed Unsecured Commercial Papers (CP). Trade and other payables which are not offered as security in Debt security trust deed.

Asensio et al. *Journal of Cellular Biochemistry* 2024, 168:1000  
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Highway Concessions One Private Limited

(Acting as Investment Manager of Highways Infrastructure Trust)

Compliance officer

COMPANIES LIMITED  
108 N. 107387

Date: 06 February 2024

**SIGNED FOR  
IDENTIFICATION  
PURPOSES ONLY**

Date: 06 February 2024

Chief Financial Officer

**Section II- Statement on Consolidated Net Debt to Enterprise value of Highways Infrastructure Trust ('the Trust') as at 31 December 2023:**

- i) The Trust has issued secured, taxable, rated, listed, redeemable, non-convertible debt securities having a face value of ₹1,000,000/- (Rupees Ten Lakhs only) each, aggregating up to ₹6,500.00 millions in two series of:
- (a) Series I Debt Securities up to ₹4,000.00 millions; and
- (b) Series II Debt Securities up to ₹2,500.00 millions, pursuant to the Debt Security Trust deed dated 20 September 2022 read with the common terms schedule executed inter alia amongst the Trust, acting through Catalyst Trusteeship Limited ('Trustee'). The Trust has prepared this statement of Consolidated Net Debt to Enterprise value of the Trust as at 31 December 2023 pursuant to the financial covenants stated in the Debt Security Trust Deed ("DSTD"). The Trust shall be required to ensure that the aggregate Consolidated Net Debt to Enterprise value of the Trust and the Project SPVs, shall be less than 49%.

- ii) Below are the calculations of the Consolidated Net Debt to Enterprises Value: (₹ in millions)

Particulars	As at 31 December 2023	Remarks
<b>Consolidated Net Debt:</b>		
Long term borrowings	23,077.50	Refer note 2
Short term borrowings	10,612.20	Refer note 2
Deferred purchase consideration	578.09	Refer note 3
<b>Total financial indebtedness</b>	<b>34,267.79</b>	Refer note 4
Less: cash and cash equivalents	(6,016.90)	Refer note 5
<b>TOTAL (A)</b>	<b>28,250.89</b>	
<b>Enterprise Value:</b>		
Enterprise value	68,136.00	Refer note 6
<b>TOTAL (B)</b>	<b>68,136.00</b>	
<b>Consolidated Net debt to Enterprise Value (A)/(B)</b>	<b>41.46%</b>	Refer note 7


**Notes:**

- 1 The Statement has been prepared based on the basis of Special Purpose Unaudited Consolidated Interim Financial Information of the Trust, underlying books of account and other relevant records and documents maintained by the Trust for the period ended 31 December 2023 in accordance with recognition and measurement principles laid down in Indian Accounting Standard-34 Interim Financial Reporting (Ind AS 34) as prescribed in rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India;
- 2 Represents amounts outstanding against rupee term loans from banks and non convertible debentures holders (NCD) as at 31 December 2023, gross off unamortized processing fees/ Indian Accounting Standard (Ind AS) adjustment of ₹ 295.11 millions. Borrowing amount does not includes interest accrued on rupee term loan and NCD amounting to ₹ 40.32 millions;
- 3 Financial indebtedness also includes deferred purchase consideration (refer clause 1.1 of DSTD) amounting to ₹ 578.09 millions which shall be payable to the seller by the Trust in respect of acquisition of (i) RAHPL - Rewari Ateli Highway Private Limited (formerly known as 'H.G Rewari Ateli Highway Private Limited'), (ii) ANHPL - Ateli Narnaul Highway Private Limited (formerly known as 'H.G Ateli Narnaul Highway Private Limited'), (iii) GSHPL - Gurgaon Sohna Highway Private Limited;
- 4 It does not includes provisions, deferred tax liabilities, trade payables, other current, current tax liabilities and non-current financial liabilities, other current liabilities;
- 5 For the purpose of above calculations of ratios, it includes amounts classified as 'cash and cash equivalents', 'investments', and 'bank balances other than cash and cash equivalents' as per special purpose unaudited consolidated interim financial information of the Trust, underlying books of account and other relevant records and documents of the Trust as at 31 December 2023, amounting to ₹ 4,203.35 millions, ₹ 2,870.94 millions, ₹ 2,407.67 millions, respectively. The amounts of cash and cash equivalents of ₹ 6,016.90 millions as disclosed in the ratio above, excludes cash balance earmarked for distribution of ₹ 2,732.03 millions, and cash balance earmarked for Major maintenance reserve/Madhya Pradesh Road Development Corporation Limited ("MPRDC") amounting to ₹ 733.03 millions;
- 6 For the purpose of above calculations, enterprise value as at 21 November 2023 has been considered of the subsidiaries of the Trust namely (i) DBCPL - Dewas Bhopal Corridor Private Limited, (ii) GEPL - Godhra Expressways Private Limited, (iii) NBPL - Nimal BOT Private Limited (formerly known as Nimal BOT Limited) (iv) JPEPL - Jodhpur Pali Expressways Private Limited; (v) SEPL - Shillong Expressways Private Limited, (vi) UEPL - Ulundupet Expressways Private Limited, (vii) UTPL - Udupi Tollway Private Limited (formerly known as Navayuga Udupi Tollway Private Limited), (viii) RAHPL, (ix) ANHPL, (x) GSHPL, conducted by SEBI registered valuer in accordance with the SEBI (Infrastructure Investment Trust) Regulations, 2014 (as amended); and
- 7 The consolidated net debt to enterprise value as calculated above is in compliance with the Paragraph (ix) of Clause (d) of schedule III of the DSTD.


For and on behalf of

**Highway Concessions One Private Limited**

(Acting as Investment Manager of Highways Infrastructure Trust)

  
Neeraj Sangha  
Whole Time Director and CEO  
DIN: 05110400

  
Kunjal Shah  
Compliance officer  
ACS No. A27382

  
Mr. Abhishek Chajjer  
Chief Financial Officer



Place: Mumbai  
Date: 06 February 2024

Place: Mumbai  
Date: 06 February 2024

Place: Mumbai  
Date: 06 February 2024

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### Section III- Statement on Historical Debt Service Coverage Ratio of Highways Infrastructure Trust :-

(a) The Highways Infrastructure Trust ("Trust") availed rupee term loan facilities ("PLA") from Axis Bank Limited, ICICI Bank Limited, and State Bank of India for an aggregate amount of ₹ 7,969,034,669 pursuant to the rupee loan agreement ("RLA") dated 03 September 2022. Further, the Trust has also issued 6500 senior secured, taxable, rated, redeemable, non-convertible debt securities pursuant to the Debt Security Trust Deed ("DSTD") dated 20 September 2022 having a face value of ₹ 1,000,000/- (Rupees Ten Lakhs only) each, aggregating up to ₹ 6,500,000,000 (Rupees Six Hundred Fifty Crore only) in two series as follows:-

(i) Series I Debt Securities up to ₹ 4,000,000,000; and (ii) Series II Debt Securities up to ₹ 2,500,000,000.

Out of which Non Convertible Debentures ("NCD") of ₹ 2,500,000,000 have been allotted to India Infrastructure Finance Company Limited, ₹ 1,750,000,000 have been allotted to Nippon India Mutual Fund, ₹ 500,000,000 have been allotted to ICICI Bank Limited and ₹ 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 DSTD.

Further, the Trust has also availed another rupee term loan facilities from Axis Bank Limited, ICICI Bank Limited and State Bank of India for an aggregate sanctioned amount of ₹ 19,000,000,000 pursuant to rupee loan agreement ("RLA2") dated 30 October 2023 out of which Trust has received disbursement of ₹ 8,75,250,000 from lenders on 02 November 2023, 21 November 2023 and 22 November 2023.

Refer calculation of Historical Debt Coverage ratio for the period from 01 January 2023 to 31 December 2023 below

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

(₹ in millions)

For the period from 01 January 2023 to 31 December 2023										
Particulars	DBOPL (Refer Note 15)	NBPL (Refer Note 15)	GEPL (Refer Note 15)	JPEPL (Refer Note 15)	UEPL (Refer Note 15)	SEPL (Refer Note 15)	UTPL (Refer Note 15)	Trust	Total	Remarks
Total Cash Available (A)*	2,177.43	476.00	1,555.32	701.09	1,805.33	497.40	250.14	-	7,442.71	Refer Note 4
Add: Cash Revenue	31.44	13.00	26.77	18.44	46.71	10.13	3.19	105.33	255.01	Refer Note 5
Add: Other Cash Income	-	-	-	-	-	-	-	307.42	307.42	Refer Note 6
Add: Funds from Investors and Non - Convertible debenture holders in the Trust for General Corporate Purpose utilised for Debt Service	-	-	-	-	-	-	-	-	-	-
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	(283.73)	(124.79)	(170.34)	(190.14)	(225.22)	(135.64)	(51.26)	(360.56)	(1,556.68)	Refer Note 8
Less: Cash operating expenditure	-	-	-	-	-	-	-	-	-	-
Less: Major maintenance expenses incurred during the period, which have not been met from the major maintenance reserve (MMR)	-	-	-	-	-	-	-	-	-	Refer Note 11
Less: Cash taxes	(109.80)	-	-	-	(16.78)	(12.58)	-	(44.01)	(273.17)	Refer Note 9
Less: NCDM created or to be created during the testing period as per Base Case Business Plan	-	-	-	-	-	-	-	-	-	Refer Note 10
Total (A)	1,725.34	364.21	1,276.73	506.82	1,610.04	359.31	182.07	8.18	6,032.70	-
External debt obligation (B)- (for the trailing 12 months, excluding any bullet payments, which have been refinanced during the period) (refer note 12)	-	-	-	-	-	-	-	1,241.83	1,241.83	-
Add: Interest/ coupon payments on external debt	-	-	-	-	-	-	-	115.75	115.75	Refer Note 13
Add: any fees paid on external debt	-	-	-	-	-	-	-	216.67	216.67	-
Add: principal paid on external debt	-	-	-	-	-	-	-	1,574.25	1,574.25	-
Total (B)	-	-	-	-	-	-	-	-	-	-
DSCR: Total Cash Available (A) / External debt obligation (B)	-	-	-	-	-	-	-	-	3.83	-

\* Total cash available represents cash available for servicing debt securities, additional debt, any debt under permitted indebtedness for the trailing 12 (twelve) months.

#### Notes:

The Statement has been prepared on the basis of:

- financial information of the subsidiaries; and
- unaudited standalone financial results and special purpose unaudited consolidated interim financial information of the Trust for the financial year ended 31 March 2023, unaudited standalone financial results and special purpose unaudited consolidated interim financial information of the Trust for the quarter and nine months ended 31 December 2022 and underlying books of accounts and other records maintained by the Trust for the period ended 31 December 2023, year ended 31 March 2023 and period ended 31 December 2022.

Basis of preparation from 01 January 2023 to 31 December 2023 is listed below:

- the figures for the quarter and nine months ended 31 December 2023 of the unaudited standalone financial results and special purpose unaudited consolidated interim financial information are reviewed by the statutory auditor's of the Trust and for the subsidiaries, the same are reviewed by their respective statutory auditors;
- the figures for the year ended 31 March 2023 of audited standalone and consolidated financial statements of the Trust and for the subsidiaries, the same are audited by their respective auditors; and
- the figures for the period 01 April 2022 to 31 December 2022 of the standalone unaudited financial results and special purpose unaudited consolidated interim financial information are reviewed by the statutory auditor's of the Trust and for the subsidiaries, the same are reviewed by their respective statutory auditors.

The figures for the period from 01 January 2023 to 31 December 2023 is computed as total of following:

- the figures for the period from 01 January 2023 to 31 March 2023 which is calculated as balancing figures between the figures for the year ended 31 March 2023 of audited standalone and consolidated financial statement of the Trust and standalone financial information of the subsidiaries; and
- the figures for the period 01 April 2022 to 31 December 2022 of the unaudited standalone financial results and special purpose unaudited consolidated interim financial information of the Trust and standalone financial information of the subsidiaries; and
- the figures for the quarter and nine months ended 31 December 2023 of audited standalone financial results and special purpose unaudited consolidated interim financial information of the Trust and standalone financial information of the subsidiaries.



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### Section III- Statement on Historical Debt Service Coverage Ratio of Highways Infrastructure Trust (cont'd) :-

- 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. Therefore, the numbers reported above are considered from 01 January 2023 till 31 December 2023.
- 3 The figures reported above are after considering the impacts of all eliminations of inter SPV / Trust transactions.
- 4 Cash Revenue represents revenue from operations from the statement of Profit and Loss of the Trust and subsidiaries, actual amount of annuity received in SEPL and NBL and excluding Interest income on annuity receivable from Concession authority, modification gain on annuity, Revenue from operations and maintenance of road and revenue from major maintenance for the period 01 January 2023 to 31 December 2023 being notional in nature. Further, revenue from operations from operations of standalone trust doesn't include income generated from inter SPV transactions, considering the numbers reported above are after eliminations.
- 5 Other cash income represents other income from the statement of Profit and Loss of the Trust and subsidiaries excluding fair value gain of mutual fund (MTM gain) for the period from 01 January 2023 to 31 December 2023.
- 6 The total cash available includes the amount raised from right issue of units from the unitholders of the Trust as General Corporate purpose that are utilized for the purpose of repayment of interest / coupon payments, principal and fees paid on external debt.
- 7 Premium paid (including current and deferred) to the Authority represents Concession Premium due to National Highway Authority of India ("NHAI") / Public Works Department ("PWD") for the period 01 January 2023 to 31 December 2023.
- 8 Cash operating expenses represents Employee Benefit expenses, Subcontracting Expenses and Operating Expenses from the statement of Profit and Loss of the Trust and subsidiaries excluding Loss on investments raised at fair value through profit or loss (MTM loss), provision against major maintenance obligation, balance written-off being notional in nature and loss on reduction of investment in equity for the period from 01 January 2023 to 31 December 2023. Further, finance cost has not been considered in order to calculate total cash available for debt servicing.
- 9 Cash Taxes represent current tax expense as per statement of Profit and Loss of the Trust and subsidiaries for the period from 01 January 2023 to 31 December 2023.
- 10 MMR Maintained at NBPL - Narmad BOT Private Limited (formerly known as Narmad BOT Limited), JPEPL - Jodhpur Pal Expressways Private Limited, SEPL - Shillong Expressways Private Limited, UEPL - Ulundupet Expressways Private Limited, are out of the additional NCD top-up funds infused by the Trust into the SPVs and out of earmarked committed sanctioned undrawn debt facility vide RLA2 and not from the cash flow generated during the period of the SPVs / Trust, hence the same is not considered while calculating total cash available for calculation of historical debt service ratios.
- 11 Major maintenance expenses for period from 01 January 2023 to 31 December 2023 were incurred from opening funds as at 01 April 2023 in case of DBCPL and Unsecured loan given by the Trust from NCD debt fund whose repayments are already considered in the External debt obligation for calculation of historical debt service coverage ratios) in case of JPEPL and SEPL. Accordingly, there are no major maintenance expenses which are incurred from cash flow from operations and hence not considered in the calculation of DSCR.
- 12 The external debt obligations considered in the DSCR working includes amounts due and payable by the Trust in relation to the RLA1, RLA2 and NCDs for the trailing 12 months, in terms of the RLA and DSTD. There is no debt servicing due for the said period under RLA2, listed and Unsecured Commercial Papers (CP) issued by the Trust, hence the same has not been considered in the above working.
- 13 Interest / coupon payments on external debt and principal paid on external debt represents interest accrued and principal paid on debt obtained from external parties for the period from 01 January 2023 to 31 December 2023. Further any fees paid on external debt represents processing fees by the trust on availing of RLA2 during the period ended 31 December 2023. Further any interest payment, principal payment or write-off of processing fees at the time of refinancing of borrowings have not been considered considering there is no impact on cash flows pursuant to the refinancing arrangement entered between the Trust and SPVs.
- 14 Cash flows of ANHPL - Ateli Narmad Highway Private Limited (formerly known as HG Ateli Narmad Highway Private Limited), GSHPL - Gurugram Shama Highway Private Limited and RAHPL - Rewari Ateli Highway Private Limited (formerly known as HG Rewari Ateli Highway Private Limited) has not been considered in the above working. This is because there is a pledge on equity shares and an charge on the assets/liabilities of these SPVs by the existing external lenders and yet to be refinanced, and accordingly the same does not share pro-rata charge with external borrowings of the Trust.
- 15 (i) DBCPL - Dewas Bhopal Corridor Private Limited, (ii) GEPL - Godhra Expressways Private Limited, (iii) NBPL - Narmad BOT Private Limited (formerly known as Narmad BOT Limited), (iv) JPEPL - Jodhpur Pal Expressways Private Limited, (v) SEPL - Shillong Expressways Private Limited, and (vi) UEPL - Ulundupet Expressways Private Limited, (vii) UTPL - Udupa Tollway Private Limited (formerly known as Navayaga Udupa Tollway Private Limited), conducted by SEBI registered valuer in accordance with the SEBI (Infrastructure Investment Trust) Regulations, 2014 (as amended), and (herein referred to as "project SPVs" or "SPVs" or "subsidiaries").

For and on behalf of Board of Directors of  
Highway Concessions One Private Limited

(Acting as the Investment Manager of Highways Infrastructure Trust)

*Neeraj Singh*  
Neeraj Singh  
Whole time director and CEO  
DIN: 0511040

Place: Mumbai

Date: 06 February 2024

*Neeraj Singh*  
Neeraj Singh  
Compliance officer  
ACS No. A27382

Place: Mumbai

Date: 06 February 2024

*Abhishek Chhajer*  
Abhishek Chhajer  
Chief Financial Officer

Place: Mumbai

Date: 06 February 2024



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