



ACTIVITY AND PERFORMANCE REPORT

FOR THE QUARTER ENDED September 30, 2025

FY 2025 - 26

SUMMARY

Pursuant to unitholder and shareholder approvals, the Trust was renamed from “Highway Infrastructure Trust” to “Vertis Infrastructure Trust” effective June 18, 2025. The Investment Manager and Project Manager were also renamed to “Vertis Fund Advisors Private Limited” (w.e.f. June 25, 2025) and “Vertis Project Manager Private Limited” (w.e.f. July 14, 2025), respectively.

This report for Vertis Infrastructure Trust (“Vertis/Trust”) for the quarter ended September 30, 2025 has been prepared pursuant to regulations 10(18) and 10(24) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and any amendment thereof (“SEBI InvIT Regulations”).

FINANCIAL PERFORMANCE

Un-audited Financial Statements along with the Limited Review Report for the quarter ended September 30, 2025 have been presented to the Board of the Directors of Vertis Fund Advisors Private Limited, the investment manager of Vertis (“Vertis Fund Advisors” or “IM”) at the meeting held on November 7, 2025, i.e., within 45 days of end of the quarter.

ACQUISITIONS:

Vertis acquired one operational Toll highway project Barielly Nainital (~53.6 km) from PNC Infratech

- AUM addition of ~6,507 mn
- The 53.6 km stretch along State Highway 37 in Uttar Pradesh connects Bareilly district (UP) and Udham Singh Nagar district (Uttarakhand) to major tourist hubs, including Nainital. Robust traffic growth potential and with limited alternate routes, the corridor enjoys low diversion risk
- One more HAM project (part of PNC deal) to be added post-approval.



OPERATIONAL HIGHLIGHTS



INCOME - TOLL PROJECTS

Sl. No.	Particulars	Q2 FY 2026 (INR Mn)
1	Godhra Expressways Private Limited ("GEPL")	478
2	Ulundurpet Expressways Private Limited ("UEPL")	502
3	Jodhpur Pali Expressway Private Limited ("JPEPL")	180
4	Dewas Bhopal Corridor Private Limited ("DBCPL")	648
5	Udupi Tollways Pvt. Ltd. ("UTPL")	362
6	Swarna Tollway Private Limited ("STPL")	1,006
7	Gujarat Road and Infrastructure Company Limited ("GRICL")	575
8	Banglore Elevated Tollway Private Limited ("BETPL")	671
9	North Telengana Expressway Private Limited ("NTEPL")	1,461
10	Bareilly Nainital Highways Private Limited ("BNHPL")	113

Notes:

1. Revenue figures include only toll collection income; revenue from change of scope works has not been considered. For BNHPL, revenue is considered post acquisition date
2. For GRICL, total revenue has been considered, although Vertis holds a 56.8% stake.
3. The revenue numbers are based on the limited review financials of the SPVs as of September 30, 2025

OPERATIONAL HIGHLIGHTS



INCOME – HYBRID ANNUITY MODEL (HAM) PROJECTS

Sl. No.	Particulars	Q2 FY 2026 (INR Mn)
1.	Gurgaon Sohna Highway Private Limited ("GSHPL")	102
2.	Rewari Ateli Highway Private Limited ("RAHPL")	86
3.	Ateli Narnaul Highway Private Limited ("ANHPL")	144
4.	Rewari Bypass Private Limited ("RBPL")	188
5.	Bithur Kanpur Highways Private Limited ("BKHPL")	444
6.	Aligarh Highways Private Limited ("AHPL")	170
7.	Triveni Sangam Highways Private Limited ("TSHPL")	287
8.	Unnao Highways Private Limited ("UHPL")	258
9.	Gomti Highways Private Limited ("GHPL")	252
10.	Meerut Haridwar Highway Private Limited ("MHHPL")	211
11.	PNC Rajasthan Highways Private Limited	67
12.	Chitradurga Highways Private Limited ("CHPL")	533
13.	Bundelkhand Highways Private Limited ("BHPL")	193
14.	Khajurao Highways Private Limited ("KHPL")	211

Notes:-

1. Revenue for BOT Annuity and HAM projects considered are as per Ind-AS 115 and the actual annuity receipt figures may differ.
2. The revenue numbers are based on the limited review financials of the SPVs as of September 30, 2025

INCOME – BOT (ANNUITY) PROJECTS

Sl. No.	Particulars	Q2 FY 2026 (INR Mn)
1	Shillong Expressway Private Limited ("SEPL")	14
2	Nirmal BOT Private Limited ("NBPL")	61

MAINTENANCE WORK



ROUTINE MAINTENANCE

All routine maintenance activities have been carried out as per the requirements set out under the respective concession agreements.

MAJOR MAINTENANCE

A synopsis of status of ongoing major maintenance ("MM") is set out below:

Entity Name	Status as on September 30, 2025	Expected / Actual Completion date
GRICL - AMRP	MM works commenced in Jan 2025 and completed in Jun 2025 on a total stretch of 52.91 lane kms. Further works on appx. 15 lane kms is expected to be taken up in the Oct to Dec quarter	31.12.2025
GRICL - VH	MM works commenced in Apr 2025 and completed in Jun 2025 on a total stretch of 51 lane kms. Balance scope of 12.4 lane kms is being taken up in current quarter.	30.11.2025
GEPL	PQC pavement repairs commenced in July 2025, 27% of works are completed (25 panel replacements done) till Sep 2025. Balance works are in progress.	31.01.2026
TSHPL	MM commenced in Sep 2025. The programme includes flexible pavement rectification works for appx. 20 lane kms which has started in Sep 2025 while Rigid pavement rectification (appx. 100 panel replacements) will commence in November. Balance activities include Road marking , kerb painting and other ancillary works.	31.03.2025

HEALTH, SAFETY, ENVIRONMENTAL AND SOCIAL (HSES)



1. LTI free quarter: No major incidents occurred in Q2 FY26.

2. Extensive HSES Training: A total of 13,882 man-hours were dedicated to HSES training across all SPVs during the quarter ending September 30, 2025.

3. Internal Safety Audits Rolled Out Across Sites: Internal audits were successfully initiated this quarter, covering 13 SPVs. These audits were conducted with a cross-functional approach to identify systemic gaps and share best practices. Additional sites are scheduled for audits as part of our year-long roadmap.

4. Walkthroughs by Project Leadership: A total of 187 HSES walkthroughs were conducted by respective Project Managers across SPVs. This initiative reinforces leadership accountability and promotes proactive risk identification at the ground level.

COMPLIANCE CONFIRMATION (1/5)

Borrowings:

Vertis has availed the following third-party borrowings and such borrowings are in compliance with Regulation 20 under SEBI InvIT Regulations.

Particulars	Facility (INR Mn)	Outstanding as on September 30, 2025 (INR Mn)
Rupee term Loan II, III & IV	1,04,500	77,745
Listed Non-convertible	28,500	28,279
Commercial Papers	2,750	2,750
Loans at SPVs	NA	3,160 ¹
Bank Guarantee	750	174

1. The amounts outstanding provided above are actual amounts outstanding as on September 30, 2025 and may be different from those appearing in the financial statements due to Ind-AS adjustments.

2. Loan at SPVs include loan from erstwhile promoters in UEPL, NCD in GRICL (Vertis's proportionate economic interest of 56.80%) and loan from external lenders in PNC entities as at September 30, 2025.

3. As on September 30, 2025, the aggregate consolidated net borrowing (net of cash and cash equivalents) and deferred payment of Vertis is at 39.50%² of the value of Vertis assets as determined by the latest available valuation (as of September 30, 2025 for all SPVs of Vertis) undertaken by the valuers in accordance with the SEBI InvIT Regulations.

4. Please note that cash and cash equivalents consider all cash, bank balances, fixed deposits and overnight mutual fund investments as per financial statements and includes all interest accrued / reserves / amounts earmarked for distribution. (Cash and cash equivalents for GRICL are considered proportionate to economic interest of Vertis of 56.80%)

5. During the quarter ended Dec 31, 2024, CPs of face value of Rs. 2,750 Mn were issued ("New CPs"). The disbursement proceeds of the same were Rs. 2,549 Mn. Amount outstanding of New CPs along with accumulated interest as per IndAS as on September 30, 2025 is Rs. 2,707 Mn. Such amount has been considered for the purpose of calculation as per Regulation 20 under SEBI InvIT Regulations. However, maturity value of Rs. 2,750 Mn of New CPs is considered in the borrowings mentioned above.

1. Includes INR 2,091 Mn of Loans in SPVs acquired from PNC which are soon to be refinanced.

COMPLIANCE CONFIRMATION (2/5)

RELATED PARTY TRANSACTIONS:

All related party transactions by Vertis during the quarter have been entered into in accordance with the provisions set out in Regulation 19 of the SEBI InvIT Regulations have been set out in the Unaudited financial information for the quarter ended on September 30, 2025 which was presented to the Board of Directors ("Board") of the Investor Manager at the meeting held on November 7, 2025.

INVESTMENT CONFIRMATION:

All investments by Vertis during the quarter have been made in 'eligible infrastructure projects', and no investments in under construction assets has been made by Vertis.

DISTRIBUTIONS:

Vertis distributed INR 2.37/- per unit in the quarter ended on September 30, 2025 for that quarter. The distribution INR ---/- per unit for the quarter ended September 30, 2025 was considered and approved by the Board of the Investment Manager at the meeting held on November 7, 2025.

COMPLIANCE CONFIRMATION (3/5)

OTHER UPDATES (Part – 1/3)

Please find below other important updates for the quarter and until the date of this report: -

Resignation of M/s. KPMG Assurance and Consulting Services LLP as the Internal Auditor of the Trust :

The existing Internal Auditor i.e. M/s KPMG Assurance and Consulting Services LLP resigned as the Internal Auditor of the Trust effective August 13, 2025.

Appointment of M/s. Grant Thornton Bharat LLP as the Internal Auditor of the Trust:

The Board of the Investment Manager has appointed M/s, Grant Thornton Bharat LLP, as the Internal Auditor of the Trust for the FY 2025-26 effective August 13, 2025.

Acquisition of Special Purpose Vehicle:

Consequent to completion of contractual obligations in accordance with the terms of the Share Purchase Agreement (“SPA”), the Trust has successfully completed the acquisition of 100% of the equity shareholding of Bareilly Nainital Highways Private Limited (*formerly known as PNC Bareilly Nainital Highways Private Limited*) on July 31, 2025. Accordingly, BNHPL has become a special purpose vehicle of the Trust with effect from July 31, 2025

Issue and Redemption of Commercial Papers issued by the Trust:

On July 07, 2025, the Trust has issued and allotted 17,000 unsecured, listed, rated commercial paper having face value of INR 5,00,000/- each and aggregate maturity value of INR 850,00,00,000/- at issue price per CP of INR 4,96,092.50 /- aggregating to INR 8,43,35,72,500/- for a tenor of 46 days with maturity date as August 22, 2025 at a discount rate of 6.25% p.a. The same were paid in full and redeemed on August 22, 2025.

COMPLIANCE CONFIRMATION (4/5)



A. Change in the Board of Directors

1. Ms. Ami Momaya Non-Executive, Non- Independent Director resigned from the Board w.e.f. July 24, 2025 (close of business hours).
2. Mr. Vaibhav Vaidya was appointed as the Additional Non- Executive, Non-Independent Director of the Board w.e.f. July 25, 2025. Further, his appointment was regularized by the shareholders of the Investment Manager at its meeting held on September 24, 2025.

B. Change in Composition of Various Committee

The Board of Investor Manager re-constituted the following Committees w.e.f. July 25, 2025 as below:

Committee	Composition w.e.f. July 25, 2025
Audit Committee	i. Mr. Janakiraman Subramanian, ID (C) ii. Ms. Sudha Krishnan, ID iii. Mr. Manish Agarwal, ID iv. Mr. Vaibhav Vaidya, NED
Nomination & Remuneration Committee	i. Mr. Manish Agarwal, ID (C) ii. Ms. Sudha Krishnan, ID iii. Mr. Janakiraman Subramanian, ID iv. Mr. Vaibhav Vaidya, NED
Stakeholders Relationship Committee	i. Mr. Soma Sankara Prasad, ID (C) ii. Dr. Zafar Khan, Joint CEO & ED iii. Mr. Vaibhav Vaidya, NED iv. Mr. Rajesh Kumar Pandey, ID

Committee	Composition w.e.f. July 25, 2025
InvIT Committee	i. Mr. Vaibhav Vaidya, NED ii. Mr. Gaurav Chandna, Joint CEO & ED iii. Dr. Zafar Khan, Joint CEO & ED
Investment Committee	i. Mr. Hardik Shah, NED ii. Mr. Manish Agarwal, ID iii. Ms. Sudha Krishnan, ID iv. Mr. Micheal Nachaty, UND
Environmental, Social and Governance Committee	i. Mr. Manish Agarwal, ID (C) ii. Mr. Vaibhav Vaidya, NED iii. Dr. Zafar Khan, Joint CEO & ED iv. Mr. Rajesh Kumar Pandey, ID

ID	- Independent Director
NED	- Non-Executive Director
CEO & ED	- Chief Executive Officer & Executive Director
CFO	- Chief Financial Officer
UND	- Unitholder Nominee Director
C	- Chairman

COMPLIANCE CONFIRMATION (5/5)

OTHER UPDATES (Part – 3/3)

Unitholders Approval:

Third Annual meeting of the Trust was held on July 24, 2025, notice of which was sent on June 29, 2025 and the following resolutions were passed with the requisite majority:-

- a. Adoption of audited standalone and consolidated financial statements of the Trust for the Financial Year ended March 31, 2025 together with the report of the auditors and the report on performance of the Trust for the Financial Year ended March 31, 2025;
- b. Adoption of the valuation report issued by Mr. S. Sundararaman, Independent valuer for the valuation of the InvIT assets as on March 31, 2025;
- c. Approving appointment of Mr. Manish Gadia, Chartered Accountant, bearing IBBI registration No. IBBI/RV/06/2019/11646 as the Valuer of Trust for the period starting from July 01, 2025 to March 31, 2026; and fixing their remuneration
- d. Approving appointment of M/s. S. B. Billimoria & Co. LLP, Chartered Accountants, as the Statutory Auditor of the Trust and fix their remuneration.

General Information:

- a) The list of material litigations of the assets of the Trust are attached as **annexure** to this Report;
- b) The shifting of Registered Office of 11 SPV's acquired from PNC group is in process.
- c) Scheme of capital reduction of RBPL (SPV of the Trust) is ongoing
- d) Investor Charter was adopted based on recommendation from the Stakeholders' Relationship Committee along with policies of Unclaimed Distribution and Unclaimed Interest or Redemption Amount Policy

ANNEXURE: MATERIAL LITIGATIONS

1.1 There are no material litigations against the Trust. The details of the material litigations against the special purpose vehicles owned by the Trust are listed below. Matters involving amounts exceeding Rs. 254.54 million, i.e., 1.5% of the total revenue from operations of the special purpose vehicles as of the period ended March 31, 2025, or which are otherwise considered material by the management have been disclosed here.

1.2 Proceedings against the SPVs:

(a) Dewas Bhopal Corridor Private Limited (“DBCPL”)

Proceedings against DBCPL

(i) A former employee of DBCPL, has filed a complaint before the Labour Court, Bhopal, under the Industrial Disputes Act, 1947, regarding the wrongful termination of his employment. DBCPL position is that the termination of the complainant was due to (i) the complainant’s involvement in stopping toll collection at DBCPL’s toll plazas and allowing vehicles to cross without payment of toll on December 30, 2015, and (ii) the complainant’s misbehavior with other senior employees of DBCPL. The matter is currently pending.

Proceedings by DBCPL

(i) DBCPL has filed a criminal complaint before the court of L.D. Judicial Magistrate, First Class, Sonkutch (Dist. Dewas) against its former employee under sections 408 and 420 of the Indian Penal Code, 1860, read with section 200 of the Code of Criminal Procedure, 1973, in relation to unauthorised absence from service and misappropriation of an amount of approximately ₹0.09 Mn. The matter is disposed off.

(ii) DBCPL has filed a writ petition before the High Court of Madhya Pradesh (“MP Court”) challenging directions by MPRDC to refund alleged excess toll fees collected from multi axle vehicles (buses) and directions to IE to assess the damages at 25% to be levied on DBCPL. MP High Court has granted a stay on the direction of MPRDC that no coercive steps should be taken against DBCPL for refund and damages. The matter is currently

ANNEXURE: MATERIAL LITIGATION

Proceedings by DBCPL (contd.)

(iii) DBCPL had filed a writ petition ("**Stamp Act WP**") before the High Court of Madhya Pradesh ("**MP High Court**"), against the Department of Commercial Taxes and Madhya Pradesh Road Development Corporation Limited ("**MPRDC**") challenging the constitutionality of proviso (c) to Entry No. 33 of Schedule 1-A of the Indian Stamp Act, 1899 as amended by the Indian Stamp Act (M.P Amendment) Act, 2002 (Act No. 12 of 20220) which provides for levy of a stamp duty at 2% on the amount likely to be spent under a B.O.T agreement by a lessee. The alleged deficit stamp duty payable by DBCPL is ₹85.30 Mn. The MP High Court by its order dated February 11, 2010, dismissed the Stamp Act WP. Subsequently, DBCPL filed Special Leave Petition ("**SLP**") before the Supreme Court of India challenging the MP High Court's order. The Supreme Court, vide, its judgment dated 19th July 2024 ("**SC Order**"), has directed the Collector (Stamps)/Revenue Officer to calculate and communicate the stamp duty to DBCPL within a period of 2 months. The order further states that DBCPL will have to discharge the demand amount within a period of 2 months of the fresh demand. DBCPL has not yet received any fresh demand notice from the Collector (Stamps)/Revenue Officer pursuant to the SC Order. A review petition challenging the SC Order was filed by the parties which was subsequently dismissed by the Supreme Court. DBCPL has not yet received any fresh demand notice from the Collector (Stamps)/Revenue Officer pursuant to the SC Order.

(iv) DBCPL filed a writ petition before the High Court of Madhya Pradesh against, amongst others, the State of Madhya Pradesh, challenging the constitutionality of Rule 14(2)(b) of the Building and Other Construction Workers Cess Rules, 1988 ("**Cess Rules**"). DBCPL has challenged (i) the inspection report issued by the Labour Inspector; and (ii) the show cause notices issued to it by the Labour Commission, Madhya Pradesh, in respect of submission of the project cost for assessment of cess and alleged non-payment of labour cess. The Petitioner submitted that the Cess Rules are not applicable to the Petitioner. The High Court, by way of its order dated September 09, 2015 (as modified by way of order dated September 30, 2015), directed that, pending disposal of the writ petition, no coercive steps for the recovery of cess shall be taken against the Petitioner. The estimated amount involved in this matter is ₹ 47.78 Mn. The matter is currently pending.

ANNEXURE: MATERIAL LITIGATION

(b) Nirmal BOT Private Limited (formerly known as Nirmal BOT Limited) ("NBPL")

Proceedings by NBPL

NBPL has filed a writ petition before the High Court of Andhra Pradesh, against the District Registrar and the Inspector General of Stamps and Registration regarding the demand for payment of ₹ 135.86 Mn as stamp duty on the NBPL concession agreement. The High Court by way of its order dated June 09, 2011, has granted a stay in respect of all further proceedings. The matter is currently pending.

(c) Swarna Tollway Private Limited ("STPL")

Proceedings against STPL

(i) A writ petition has been filed against STPL by a local individual seeking the removal of the toll plaza at Keesara, recovery, and deposit of toll collection. The writ petition was filed on the grounds that as per National Highways Fee (Determination of Rates and Collection) Rules, 2008, the minimum distance between two adjacent toll plazas should be 60 kilometers. However, the distance between the toll plaza at Keesara village and another toll plaza named Vijayawada Expressways Private Limited at Chillakallu village, on the NH-65, is less than 35 kilometers. Since the toll plaza at Keesara village is in contravention of the NH Rules, 2008, the sum collected by STPL from the public is against the law. NHAI has filed its response indicating that since the concession agreement with respect to STPL was entered into on March 27, 2001, it is regulated by the National Highway Collection of Fee by any person for the use of NHAI Fee Rules, 1997, and not the NH Rules, 2008, and accordingly there is no breach. The matter is currently pending.

(ii) Petitions have been filed against STPL before Central Government Industrial Tribunal by 17 dismissed employees claiming wrongful dismissal and claiming an aggregate compensation of approx. ₹ 6,00,00,000 and reinstatement of employment. The matters are pending.

(iii) There are 7 matters pending before High Court of Andhra Pradesh for AY 2005-06 to AY 2011-12 in connection with disallowance by Income Tax authority of depreciation on toll road as deduction. The aggregate amounts of disallowance in these appeals are ₹ 2,908.53 Mn.

ANNEXURE: MATERIAL LITIGATION

Legal Proceedings and Material Litigations

(c) Swarna Tollway Private Limited ("STPL")

Proceedings against STPL

(iv) There is a matter pending before Commissioner of Income Tax (Appeals) for AY 2018-19 against the decision of by income tax authorities of disallowing MM provision, service fee paid to group entity etc. The aggregate amounts of demand as per demand notice is ₹ 361.28 Mn. (v) There is a matter pending before Commissioner of Income Tax (Appeals) for AY 2020-21 against the Income Tax authority's decision of disallowance of (i) service fees paid to group entity; and (ii) disallowing deduction under section 80-IA. The aggregate amounts involved in these appeals are ₹ 26.57 Mn.

Proceedings by STPL

STPL has filed a complaint under the Consumer Protection Act, 2019, before District Consumer Dispute Redressal Commission, Hyderabad against United India Insurance Company Limited claiming deficiency of services by them and underpayment of claim amount lodged by the STPL. STPL prayed for payment of ₹ 337.7 Mn. The District Commission passed an order directing payment of INR 224.2 Mn. to STPL. UIICL has filed an appeal before the State Consumer Dispute Redressal Commission challenging the order of the District Commission. The matter is currently pending.

(d) Bangalore Elevated Tollway Private Limited (BETPL)

Proceedings against BETPL

Arbitral Tribunal (AT) on 12 February 2021 was awarded claim of INR 54.60 Cr. in favour of BETPL in relation to BETPL's claim for revenue loss on account of breach of state support agreement by Government of Karnataka ("GOK"). GOK has filed an application under Section 34 of the Arbitration and Conciliations Act, 1996 (A&C Act) for setting aside aforesaid award. The matter is currently pending.

ANNEXURE: MATERIAL LITIGATION

(e) Gujarat Road and Infrastructure Company Limited (“GRICL”)

Proceedings against GRICL

(i) A writ petition has been filed against GRICL by Akhil Gujarat Truck Transport Association before the High Court of Gujarat claiming the toll collection under the concession agreements for the projects operated by the GRICL should be suspended. As an alternate prayer, the petitioner has sought relief for the stoppage of toll on per axle basis. The petitioners have claimed the issue at hand is similar to the issues present in Noida Tollway Bridge Company Limited (“**NTBCL**”), which has been objected to by GRICL. The Supreme Court in December 2024 upheld the findings of the Allahabad High Court in the NTBCL matter which has ended toll collection on Delhi-Noida road. GRICL has submitted the factors to differentiate legal and factual position of GRICL vis-a-vis NTBCL. The matter continues to be pending.

(ii) There are currently 22 matters pending before the High Court of Gujarat covering the following areas for AY 2002-03 to AY 2016-17: (i) disallowance by Income Tax authority of depreciation on toll road as deduction; (ii) disallowance by Income Tax authority of interest on Deep Discount Bonds as deduction; (iii) disallowance by Income Tax authority of MAT credit entitlement while computing book profit u/s115JB; and (iv) disallowance of carry forward of losses. The aggregate amounts of disallowance involved in these appeals are INR 5,005.53 Mn.

(iii) There are 3 matters pending before Commissioner of Income Tax (Appeals) for AY 2018-19, 2020-21 & AY 2022-23 for the disallowance by Income Tax authority of depreciation on toll road as deduction. The aggregate amounts of disallowance involved in these appeals INR 497 Mn.

(f) Udupi Tollways Pvt. Ltd. (“UTPL”)

Proceedings against UTPL

In May 2025, local bus owners filed a public interest litigation (“**PIL**”) before the single bench of Karnataka High Court (“**Karnataka HC**”) challenging UTPL charging buses with more than 32 seating capacity as ‘buses’ rather than ‘mini buses’. The bus owners claimed that the charging should solely consider the weight of the vehicle and not the seating capacity. Karnataka HC rejected the writ petition on grounds of their being clear concession provisions requiring UTPL to charge vehicles with more than 32 seating capacity as ‘buses’. The decision had been challenged before the division bench of Karnataka HC.

**Thank
You**

