

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### FOR THE ELIGIBLE UNITHOLDERS OF HIGHWAYS INFRASTRUCTURE TRUST ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated September 25, 2023 (“Letter of Offer”) which is available on the websites of Highways Infrastructure Trust (“Highways Trust”), the Lead Manager and the Stock Exchange. You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

### THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

Highways Trust has made available on its website i.e. www.highwaystrust.com, the Rights Entitlement and Application Form to the Eligible Unitholders. You may also download the Letter of Offer from the websites of Highways Infrastructure Trust, the Securities and Exchange Board of India (“SEBI”), the Stock Exchange where the Units of Highways Infrastructure Trust are listed i.e., listed on National Stock Exchange of India Limited (“NSE” the “Stock Exchange”), the Lead Manager, i.e., at www.highwaystrust.com, www.sebi.gov.in, www.nseindia.com and www.axiscapital.co.in, respectively. The Application Form is available on the respective websites of the Lead Manager and the Stock Exchange.



### HIGHWAYS INFRASTRUCTURE TRUST

Principal place of business: 2<sup>nd</sup> Floor, Piramal Tower, Peninsula Corporate Park, Lower Parel, Mumbai 400 013, Maharashtra

Tel: +91 7506333447; Compliance Officer: Kunjal Shah

E-mail: Compliance.highwaysinvit@highwayconcessions.com; Website: www.highwaystrust.com

### FOR CIRCULATION TO THE ELIGIBLE UNITHOLDERS OF HIGHWAYS INFRASTRUCTURE TRUST ONLY

| TRUSTEE   | INVESTMENT MANAGER  | SPONSOR                         |
|---|---|---------------------------------|
|  <b>AXIS TRUSTEE</b> |  Highway Concessions |                                 |
| Axis Trustee Services Limited   | Highway Concessions One Private Limited   | Galaxy Investments II Pte. Ltd. |

### ISSUE DETAILS, LISTING AND PROCEDURE

ISSUE OF UP TO 6,59,52,380 UNITS OF HIGHWAYS INFRASTRUCTURE TRUST (“HIGHWAYS TRUST”) FOR CASH AT A PRICE OF ₹77.96 PER UNIT (THE “ISSUE PRICE”), AGGREGATING UP TO ₹ 5,141.65\* MILLION TO THE ELIGIBLE UNITHOLDERS ON A RIGHTS BASIS IN THE RATIO OF 10 UNITS FOR EVERY 63 UNITS HELD BY THEM ON THE RECORD DATE, BEING FRIDAY, SEPTEMBER 29, 2023 (THE “ISSUE”) IN ACCORDANCE WITH THE INVIT REGULATIONS AND THE SEBI RIGHTS ISSUE GUIDELINES. THE RECORD DATE IS FRIDAY, SEPTEMBER 29, 2023. FOR FURTHER DETAILS, PLEASE SEE THE SECTION ENTITLED “THE ISSUE” ON PAGE 17 OF LETTER OF OFFER.

\* The size of the Issue shall be subject to finalisation of Allotment in the Issue.

The existing Units of the Highways Trust are listed on National Stock Exchange of India Limited (“NSE”) (the “Stock Exchange”). The Highways Trust has received in-principle approval from NSE for listing of the Units to be allotted pursuant to the Issue through its letter dated July 18, 2023, respectively. The Investment Manager (on behalf of the Highways Trust) will also make applications to the Stock Exchange to obtain trading approval for the Rights Entitlements. For the purposes of the Issue, the Designated Stock Exchange is NSE.

The Units of the Highways Trust shall be tradable only in dematerialized form. As the trading lot size comprises of 2,00,000 Units aggregating to ₹20 million in accordance with InvIT Regulations for the Highways Trust. The minimum application in the Issue by any Investor shall be for 2,56,542 Units. The minimum allotment to any Investor shall not be less than ₹ 20 million. Fractional Entitlements units will not be credited to the Unitholders’ accounts and the trading of fractional entitlements of Rights Entitlements will also not be allowed by the Stock Exchange. For further details, please see the section entitled “Issue Information” on page 275 of Letter of Offer

**Procedure:** For details in relation to the procedure for the Issue, please see the section entitled “Issue Information” on page 275 of the Letter of Offer.

### ELIGIBILITY FOR THE ISSUE

The Issue is being undertaken in accordance with the InvIT Regulations, the SEBI Rights Issue Guidelines and other applicable law. The Highways Trust is in compliance with Clause 1 of the SEBI circular entitled “Guidelines for rights issue of units by a listed Infrastructure Investment Trust (InvIT)” dated January 17, 2020 (Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/10), as amended.

### ISSUE SCHEDULE

|   |                                     |                                    |                                       |
|---|-------------------------------------|------------------------------------|---------------------------------------|
| Last Date for credit of Rights Entitlements                 | on or about Friday, October 6, 2023 | Finalisation of Basis of Allotment | on or about Friday, October 13, 2023  |
| Issue Opening Date  | Monday, October 9, 2023             | Date of Allotment                  | on or about Friday, October 13, 2023  |
| Last Date For On Market Renunciation of Rights Entitlement* | Monday, October 9, 2023             | Date of Credit                     | on or about Monday, October 16, 2023  |
| Issue Closing Date <sup>^</sup>                             | Wednesday, October 11, 2023         | Date of Listing                    | on or about Tuesday, October 17, 2023 |

\* Eligible Unitholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

<sup>^</sup> The Investment Manager will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 15 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### NOTICE TO INVESTORS

The distribution of the Draft Letter of Offer and the Letter of Offer and the issue of the Rights Entitlement and the Units on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Draft Letter of Offer or the Letter of Offer, Abridged Letter of Offer or the CAF may come, are required to inform themselves about and observe such restrictions. For details, please see the section entitled “*Selling and Transfer Restrictions*” beginning on page 270 of the Letter of Offer, neither the Investment Manager nor the Sponsor shall bear any responsibility or liability in this regard.

The Units have not been, and will not be, registered under the Securities Act or any other applicable state securities laws of the U.S. and, unless so registered, may not be offered or sold within the U.S. except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Units are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S, in compliance with the applicable laws of the jurisdictions where those offers and sales occur.

### GENERAL RISKS

Investments in Units involve a high degree of risk and Bidders should not invest in the Issue unless they are prepared to take the risk of losing all or part of their investment. Bidders are advised to carefully read the section entitled “*Risk Factors*” on page 56 of the Letter of Offer and other disclosures included in the Letter of Offer before making an investment decision relating to the Issue. Each Bidder is advised to consult its own advisors about the consequences of an investment in the Rights Entitlements and the Units issued pursuant to the Letter of Offer. The Rights Entitlements and the Units being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Admission of the Units to be issued pursuant to the Issue for trading on the Stock Exchange should not be taken as an indication of the merits of the Highways Trust or of the Units.

|   |   |
|---|---|
| <b>Contact details of the Investment Manager</b>              | <b>Highway Concessions One Private Limited</b><br><b>Registered office:</b><br>Unit No. 601-602, 6 <sup>th</sup> Floor, Windsor House, off CST Road, Kalina, Santacruz (East), Mumbai - 400098.<br><b>Tel:</b> +91 22 61073200<br><b>Email:</b> highwayssinvit@highwayconcessions.com<br><b>Contact person:</b> Mr. Neeraj Sanghi   |
| <b>Name of the Lead Manager and contact details</b>           | <b>Axis Capital Limited</b><br>1st Floor, Axis House, C-2 Wadia International Centre, P. B. Marg, Worli, Mumbai 400 025, Maharashtra, India<br><b>Tel:</b> +91 22 4325 2183<br><b>E-mail:</b> highways.invitrights@axiscap.in<br><b>Website:</b> www.axiscapital.co.in<br><b>Investor grievance e-mail:</b> complaints@axiscap.in<br><b>Contact Person:</b> Akash Aggarwal/ Harish Patel<br><b>SEBI Registration No:</b> INM000012029 |
| <b>Name of the Registrar to the Issue and contact details</b> | <b>Link Intime India Private Limited</b><br>C-101, 1st Floor, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India<br><b>Tel:</b> +91 22 4918 6000<br><b>E-mail:</b> ajit.patankar@linkintime.co.in<br><b>SEBI Registration Number:</b> INR000004058<br><b>Contact person:</b> Ajit Patankar<br><b>Website:</b> www.linkintime.co.in   |
| <b>Name of the Auditors</b>                                   | Walker Chandiok & Co LLP  |
| <b>Self-Certified Syndicate Banks (“SCSBs”)</b>               | For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmlId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmlId=34</a> . For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.      |
| <b>Banker to the Issue</b>                                    | Axis Bank Limited   |

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### SUMMARY OF OBJECTS OF THE ISSUE AND MEANS OF FINANCE

The proceeds of the Issue are up to ₹ 5,141.65 million\* (the “**Issue Proceeds**”) and the proceeds of the Issue net of the total expenses in relation to the Issue (the “**Net Proceeds**”) are ₹ 5,100.65 million\*.

\* *Subject to finalisation of Allotment in the Issue.*

Subject to compliance with applicable law, the Net Proceeds are proposed to be utilised, at the discretion of the Investment Manager and the Trustee, towards the following objects:

- (i) Acquisition of 100% of the issued, subscribed and paid-up equity share capital of the Target SPV from H.G. Infra Engineering Limited;
- (ii) Partial or full repayment of the outstanding debt of the Target SPV, including the debt availed by the Target SPV from certain external lenders and its existing shareholders; and
- (iii) General purposes.

The Investment Manager believes that abovementioned use of proceeds is consistent with the Highways Trust’s strategy of growth and expansion of its business and will also allow Highways Trust to meet its commitment towards distributions to Unitholders.

The details of the Issue Proceeds are provided in the following table:

(in ₹ million)

| Particulars                    | Amount          |
|--------------------------------|-----------------|
| Gross Proceeds from the Issue* | 5,141.65        |
| Less: Estimated Issue expenses | 41.00           |
| <b>Net Proceeds</b>            | <b>5,100.65</b> |

\* *Assuming full subscription and finalisation of the Allotment of Units.*

### BRIEF DESCRIPTION OF THE ASSETS UNDER THE HIGHWAYS TRUST

The current portfolio of the Highways Trust comprises six Projects that are operated and maintained by the Highways SPVs. The Highways SPVs have undertaken or are undertaking their respective Projects on a BOT or DBFOT basis, pursuant to which they design, build, finance, operate and maintain the Projects pursuant to concession agreements with the relevant Concessioneing Authorities.

The table below sets forth details of the Highways SPVs:

| S. No. | Highways SPV                            | Type of Project model (Annuity or Toll) | Length (in km) | No. of lanes | State          | Authority                    | COD               | End of Concession Period | Residual Concession Period as of March 31, 2023 (in years) | Revenue for Fiscal 2023 (in ` million) |
|--------|---|---|----------------|--------------|----------------|------------------------------|-------------------|--------------------------|--|--|
| 1.     | Dewas Bhopal Corridor Private Limited   | Toll                                    | 140.79         | 4            | Madhya Pradesh | MPRDC                        | February 10, 2009 | December 1, 2033         | 10.40  | 1,892.08                               |
| 2.     | Godhra Expressways Private Limited      | Toll                                    | 87.10          | 4            | Gujarat        | NHAI                         | October 31, 2013  | July 23, 2043*           | 20.10*   | 1,435.01                               |
| 3.     | Jodhpur Pali Expressway Private Limited | Toll                                    | 71.54          | 4            | Rajasthan      | PWD, Government of Rajasthan | October 31, 2014  | September 15, 2043**     | 20.20**  | 677.35                                 |
| 4.     | Nirmal BOT Limited                      | Annuity                                 | 30.89          | 4            | Telangana      | NHAI                         | July 22, 2009     | October 29, 2027         | 4.30   | 264.63                                 |
| 5.     | Shillong Expressway Private Limited     | Annuity                                 | 48.77          | 2            | Meghalaya      | NHAI                         | February 28, 2013 | February 6, 2026         | 2.60   | 199.73                                 |
| 6.     | Ulundurpet Expressways Private Limited  | Toll                                    | 72.90          | 4            | Tamil Nadu     | NHAI                         | July 23, 2009     | February 28, 2027        | 3.70   | 1,683.58                               |

\* *In accordance with the GEPL Concession Agreement, the concession period will end on February 28, 2038. However, the concession period may get extended until July 23, 2043 (by 5.4 years) in view of actual traffic being lower than the target traffic. Such extension has been recommended by the independent engineer and the NHAI project implementation unit but are subject to formal concurrence from the concessioneing authority. For further details, please see the section entitled “Risk Factors - Notwithstanding that the concession periods granted to the Project SPVs are fixed, concession periods may be modified under particular circumstances and affect the Project SPVs’ revenues” on page 66 of the Letter of Offer and the Traffic Reports.*

\*\* *In accordance with the JPEPL Concession Agreement, the concession period will end on September 15, 2038. However, the concession period may get extended until September 15, 2043 (by 5 years) in view of actual traffic being lower than the target traffic. This extension is yet to be approved by the concessioneing authority. This, however, remains subject to actual traffic volume tests to be undertaken on the specified dates in accordance with the JPEPL Concession Agreement. For further details, please see the section entitled “Risk Factors - Notwithstanding that the concession periods granted to the Project SPVs are fixed, concession periods may be modified under particular circumstances and affect the Project SPVs’ revenues” on page 66 of the Letter of Offer and the Traffic Reports.*

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### FINANCIAL INFORMATION

#### CONSOLIDATED FINANCIAL STATEMENTS

(in ₹ million)

| Particulars                                       | From 01 April 2023<br>to 30 June 2023* | From 01 April 2023<br>to 31 March 2023 ** | From 03 December 2021<br>to 31 March 2022 ** |
|---|--|---|--|
| Total income                                      | 1,761.88                               | 6,431.07                                  | 1,980.09                                     |
| Total expenses                                    | 1,262.96                               | 5,466.59                                  | 1,491.06                                     |
| Profit before tax                                 | 498.92                                 | 964.48                                    | 489.03                                       |
| Total tax expense                                 | 25.15                                  | 622.49                                    | 40.65  |
| Total comprehensive income for the year / period  | 473.77                                 | 342.89                                    | 448.15                                       |
| <b>EBITDA ***</b>                                 | <b>1,202.25</b>                        | <b>4,321.04</b>                           | <b>1,559.99</b>                              |
| Non-current assets                                | NA                                     | 20,085.43                                 | 21,856.34                                    |
| Current Assets                                    | NA                                     | 3,231.06                                  | 5,537.85                                     |
| <b>Total Assets</b>                               | NA                                     | <b>23,316.49</b>                          | <b>27,394.19</b>                             |
| Total Unit holders' equity                        | NA                                     | 4,381.66                                  | 388.86                                       |
| Non-current liabilities                           | NA                                     | 17,626.43                                 | 23,711.93                                    |
| Current liabilities                               | NA                                     | 1,308.40                                  | 3,293.40                                     |
| <b>Total equity and liabilities</b>               | NA                                     | <b>23,316.49</b>                          | <b>27,394.19</b>                             |
| Net cash flow from operating activities           | NA                                     | 5,027.86                                  | 1,697.43                                     |
| Net cash flow (used in) investing activities      | NA                                     | (1,185.79)                                | (990.76)                                     |
| Net cash flow from/(used in) financing activities | NA                                     | (3,858.78)                                | (855.13)                                     |

\* Special Purpose Unaudited Consolidated Interim Financial Information for the quarter ended 30 June 2023

\*\* Consolidated financial statements from 01 April 2022 to 31 March 2023 and from 03 December 2021 to 31 March 2022

\*\*\* Earnings before interest, tax, depreciation and amortization

NA(Not applicable) : The special purpose unaudited consolidated interim financial information of the Highways Trust which comprise the special purpose unaudited consolidated interim statement of profit and loss (including other comprehensive income) and other explanatory information for the quarter ended 30 June 2023.

#### COMBINED FINANCIAL STATEMENTS

(in ₹ million)

| Particulars                                       | For the year ended 31 March 2022* | For the year ended 31 March 2021* |
|---|-----------------------------------|-----------------------------------|
| Total income                                      | 6,177.65                          | 5,336.22                          |
| Total expenses                                    | 5,818.09                          | 5,558.95                          |
| Profit/(Loss) before tax                          | 359.56                            | (222.73)                          |
| Total tax expense                                 | 704.76                            | (28.54)                           |
| <b>Total comprehensive loss for the year</b>      | <b>(344.96)</b>                   | <b>(193.62)</b>                   |
| EBITDA **   | 4,152.55                          | 3,437.59                          |
| Non-current assets                                | 21,856.34                         | 23,031.20                         |
| Current Assets                                    | 5,537.85                          | 4,994.53                          |
| <b>Total Assets</b>                               | <b>27,394.19</b>                  | <b>28,025.73</b>                  |
| Total Unit holders' equity                        | 388.86                            | 733.82                            |
| Non-current liabilities                           | 23,711.93                         | 24,424.23                         |
| Current liabilities                               | 3,293.40                          | 2,867.68                          |
| <b>Total equity and liabilities</b>               | <b>27,394.19</b>                  | <b>28,025.73</b>                  |
| Net cash flow from operating activities           | 3,704.53                          | 2,845.33                          |
| Net cash flow (used in) investing activities      | (242.01)                          | 269.93                            |
| Net cash flow from/(used in) financing activities | (3,176.50)                        | (3,210.36)                        |

\* Combined Financial Statements of the Project SPV Group of Highways Infrastructure Trust for the year ended 31 March 2022 and 31 March 2021

\*\* Earnings before interest, tax, depreciation and amortization

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### CAPITAL STRUCTURE OF THE HIGHWAYS SPVS

#### DESCRIPTION OF THE HIGHWAYS SPVs

##### Parties to the Highways Trust

In accordance with the InVIT Regulations, the Parties to the Highways Trust are (i) the Sponsor; (ii) the Sponsor Group; (iii) the Investment Manager; (iv) the Trustee; and (v) the Project Manager. For details, please see the section entitled “*Parties to the Highways Trust*” on page 96 of the Letter of Offer. The initial portfolio of assets of the Highways Trust comprises six SPVs namely, DBCPL, GEPL, JPEPL, UEPL, NBL and SEPL. The Highways Trust proposes to acquire ANHPL as the seventh SPV through the proceeds from the Issue.

##### Details of the Highways SPVs

The details of DBCPL, GEPL, JPEPL, UEPL, NBL and SEPL as of the date of the Letter of Offer are provided below:

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

DBCPL was incorporated on May 14, 2007 as a private limited company under the Companies Act, 1956 at Mumbai, Maharashtra. Subsequently, it was converted to a public limited company and a fresh certificate of incorporation dated March 31, 2008 was issued by the Registrar of Companies, Mumbai. Further, DBCPL was again converted to a private limited company and a fresh certificate of incorporation dated September 9, 2015 was issued by the Registrar of Companies, Mumbai. The registered office of DBCPL is situated at Unit No. 601-602, 6th Floor, Windsor House, Off CST Road, Kalina, Santacruz East, Mumbai 400098, Maharashtra. Its CIN is U45203MH2007PTC170813. DBCPL operates the Bhopal-Dewas section of SH-18 starting at Bhopal (km 6.80) and ending at Dewas Bypass junction (km 151.60). The length of project road is 140.79 km. DBCPL is maintained on a BOT (toll) basis pursuant to the DBCPL Concession Agreement. For further details of the DBCPL Concession Agreement, please see the section entitled “*Summary of Concession Agreements*” on page 171 of the Letter of Offer.

##### Capital Structure

The capital structure of DBCPL is as follows:

| Particulars                                       | Amount (in ₹)      |
|---|--------------------|
| <b>Authorised capital</b>                         |                    |
| 100,000 Equity Shares of face value of ₹ 10 each* | 1,000,000          |
| 69,900,000 Preference Shares of ₹ 10 each         | 699,000,000        |
| <b>Total</b>                                      | <b>700,000,000</b> |
| <b>Issued, subscribed and paid-up capital</b>     |                    |
| 95,263 Equity Shares of face value of ₹ 10 each   | 952,630            |

\* The National Company Law Tribunal, Mumbai (“NCLT”), by way of its order dated February 10, 2023 approved the capital reduction scheme of DBCPL. As per the NCLT order, DBCPL’s paid-up equity share capital was reduced from ₹ 10,00,000 divided into 100,000 equity shares of ₹ 10 each to ₹ 9,52,630 divided into 95,263 equity shares of ₹ 10 each.

##### Shareholding Pattern

The shareholding pattern of DBCPL is as follows:

| S. No. | Name of the Shareholder | Number of Equity Shares of ₹ 10 each | Percentage of the issued, subscribed and paid-up capital |
|--------|-------------------------|--------------------------------------|--|
| 1.     | Highways Trust          | 95,262                               | 100  |
| 2.     | G V M Kiran Babu*       | 1                                    | Negligible   |

\* As a nominee of Highways Trust.

##### Godhra Expressways Private Limited (“GEPL”)

GEPL was incorporated on January 21, 2010 as a public limited company as “BSCPL Godhra Tollways Limited” under the Companies Act, 1956 at Hyderabad, Andhra Pradesh. Subsequently, it was converted to a private limited company and a fresh certificate of incorporation dated June 23, 2017 was issued by the Registrar of Companies, Hyderabad. Subsequently, its name was changed to “Godhra Expressways Private Limited”, and a fresh certificate of incorporation dated July 7, 2017 was issued by the Registrar of Companies, Hyderabad. Pursuant to a certificate of registration dated November 8, 2017 issued by the Registrar of Companies, Mumbai, GEPL shifted its registered office from Telangana to Maharashtra. The registered office of GEPL is situated at Unit No. 601-602, 6th Floor, Windsor House, Off CST Road, Kalina, Santacruz East, Mumbai 400098, Maharashtra. Its CIN is U45209MH2010PTC301565. GEPL operates, a four-lane highway starting at Piravdi near Godhra (km 129.300) ending at the border of Gujarat with Madhya Pradesh (km 215.900), under NHDP Phase III on Design, Build, Finance, Operate and Transfer (“DBFOT”) (toll) basis pursuant to the GEPL Concession Agreement. For further details of the GEPL Concession Agreement, please see the section entitled “*Summary of Concession Agreements*” on page 171 of the Letter of Offer.

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### Capital Structure

The capital structure of GEPL is as follows:

| Particulars   | Amount (in ₹) |
|---|---------------|
| <b>Authorised capital</b>                           |               |
| 29,050,000 Equity Shares of face value of ₹ 10 each | 290,500,000   |
| <b>Issued, subscribed and paid-up capital</b>       |               |
| 20,155,033 Equity Shares of face value of ₹ 10 each | 201,550,330   |

\* NCLT, by way of its order dated June 12, 2023 approved the capital reduction scheme of GEPL. As per the NCLT order, GEPL's paid-up equity share capital was reduced from ₹ 233,808,400 divided into 23,380,840 equity shares of ₹ 10 each to ₹ 201,550,330 divided into 20,155,033 equity shares of ₹ 10 each.

### Shareholding Pattern

The shareholding pattern of GEPL is as follows:

| S. No. | Name of the Shareholder | Number of Equity Shares of ₹ 10 each | Percentage of the issued, subscribed and paid-up capital |
|--------|-------------------------|--------------------------------------|--|
| 1.     | Highways Trust          | 20,155,032                           | 100  |
| 2.     | G V M Kiran Babu*       | 1                                    | Negligible   |

\* As a nominee of Highways Trust.

### Jodhpur Pali Expressway Private Limited (“JPEPL”)

JPEPL was incorporated on January 10, 2013 as a public limited company under the name of “Jodhpur Pali Expressway Limited” under the Companies Act, 1956 at Delhi. Subsequently, it was converted to a private limited company and a fresh certificate of incorporation dated July 28, 2017 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Pursuant to a certificate of registration of the Regional Director order for change of state dated May 3, 2018 issued by the Registrar of Companies, Mumbai, the place of situation of the registered office of JPEPL was changed from Delhi to Maharashtra. The registered office of JPEPL is situated at Unit No. 601-602, 6th Floor, Windsor House, Off CST Road, Kalina, Santacruz East, Mumbai 400098, Maharashtra. Its CIN is U45203MH2013PTC308861. JPEPL operates the Jodhpur-Pali Section of NH-65, starting at Jodhpur km 308 to km 366 and includes the bypass to Pali starting from km 366 at NH-65, connecting NH-14 at km 114 in the state of Rajasthan on DBFOT (toll) basis pursuant to the JPEPL Concession Agreement. For further details of the JPEPL Concession Agreement, please see the section entitled “Summary of Concession Agreements” on page 171 of the Letter of Offer.

### Capital Structure

The capital structure of JPEPL is as follows:

| Particulars                                      | Amount (in ₹) |
|--|---------------|
| <b>Authorised capital</b>                        |               |
| 100,000 Equity Shares of face value of ₹ 10 each | 1,000,000     |
| <b>Issued, subscribed and paid-up capital</b>    |               |
| 61,640 Equity Shares of face value of ₹ 10 each  | 616,400       |

### Shareholding Pattern

The shareholding pattern of JPEPL is as follows:

| S. No. | Name of the Shareholder | Number of Equity Shares of ₹ 10 each | Percentage of the issued, subscribed and paid-up capital |
|--------|-------------------------|--------------------------------------|--|
| 1.     | Highways Trust          | 61,639                               | 100  |
| 2.     | G V M Kiran Babu*       | 1                                    | Negligible   |

\* As a nominee of Highways Trust.

### Ulundurpet Expressways Private Limited (“UEPL”)

UEPL was incorporated on March 20, 2006 as a private limited company under the name of “GMR Ulundurpet Expressways Private Limited” under the Companies Act, 1956 at Bangalore. Subsequently, its name was changed to “Ulundurpet Expressways Private Limited”, and a fresh certificate of incorporation dated August 13, 2014 was issued by the Registrar of Companies, Karnataka. Pursuant to a certificate of registration dated June 16, 2015 issued by the Registrar of Companies, Mumbai, UEPL shifted its registered office from Karnataka to Maharashtra. The registered office of UEPL is situated at Unit No. 601-602, 6th Floor, Windsor House, Off CST Road, Kalina, Santacruz East, Mumbai 400098, Maharashtra. Its CIN is U45203MH2006PTC265580. UEPL operates a four-lane highway in the state of Tamil Nadu starting at km 121.00 near Tindivanam and ending at km 192.25 near Sengurchi of NH-45 on a BOT (toll) basis pursuant to the UEPL Concession Agreement. For further details of the UEPL Concession Agreement, please see the section entitled “Summary of Concession Agreements” on page 171 of the Letter of Offer.

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### Capital Structure

The capital structure of UEPL is as follows:

| Particulars  | Amount (in ₹) |
|--|---------------|
| <b>Authorised capital</b>                            |               |
| 350,000,000 Equity Shares of face value of ₹ 10 each | 3,500,000,000 |
| <b>Issued, subscribed and paid-up capital</b>        |               |
| 264,552,365 Equity Shares of face value of ₹ 10 each | 2,645,523,650 |

\*UEPL has filed a petition dated December 2, 2022 before the NCLT, Mumbai for reduction in its paid-up equity share capital to ₹ 968,559,830 divided into 96,855,983 equity shares of ₹ 10 each. This matter is currently pending.

### Shareholding Pattern

The shareholding pattern of UEPL is as follows:

| S. No. | Name of the Shareholder | Number of Equity Shares of ₹ 10 each | Percentage of the issued, subscribed and paid-up capital |
|--------|-------------------------|--------------------------------------|--|
| 1.     | Highways Trust          | 264,552,364                          | 100  |
| 2.     | Vidyadhar S Dabholkar*  | 1                                    | Negligible   |

\*As a nominee of Highways Trust.

### Nirmal BOT Limited (“NBL”)

NBL was incorporated on September 19, 2006 as a public limited company under the Companies Act, 1956 at Mumbai. NBL through conversion application dated August 24, 2023 has applied before the Hon’ble Regional Director Western Region Bench, Mumbai to convert to a private company from a public company. The process of conversion is still pending. The registered office of NBL is situated at Unit No. 316 & 317, Third Floor, C wing, Kanakia Zillion, LBS Marg, BKC Annexe, Mumbai 400 070, Maharashtra. Its CIN is U45201MH2006PLC164728. NBL operates a four-lane highway section of NH-7 starting from Kadtal in Adilabad District (New Ch. 282+617) and ending at Armur in Nizamabad District (New Ch. 313+507) under North - South corridor (NHDP Phase II) on a BOT (annuity) basis pursuant to the NBL Concession Agreement. For further details of the NBL Concession Agreement, please see the section entitled “*Summary of Concession Agreements*” on page 171 of the Letter of Offer.

### Capital Structure

The capital structure of NBL is as follows:

| Particulars   | Amount (in ₹) |
|---|---------------|
| <b>Authorised capital</b>                           |               |
| 35,000,000 Equity Shares of face value of ₹ 10 each | 350,000,000   |
| <b>Issued, subscribed and paid-up capital</b>       |               |
| 31,500,000 Equity Shares of face value of ₹ 10 each | 315,000,000   |

### Shareholding Pattern

The equity shareholding pattern of NBL is as follows:

| S. No. | Name of the Shareholder  | Number of Equity Shares of ₹ 10 each | Percentage of the issued, subscribed and paid-up capital |
|--------|--------------------------|--------------------------------------|--|
| 1.     | Highways Trust           | 31,499,940                           | 100  |
| 2.     | Prashantha Karkera*      | 10                                   | Negligible   |
| 3.     | Lata J Shelke*           | 10                                   | Negligible   |
| 4.     | Shashikant P Shendge*    | 10                                   | Negligible   |
| 5.     | Rishi Mishra*            | 10                                   | Negligible   |
| 6.     | Silalipi Mishra*         | 10                                   | Negligible   |
| 7.     | Savita Balkrishna Nayak* | 10                                   | Negligible   |

\*As nominees of Highways Trust.

### Shillong Expressway Private Limited (“SEPL”)

SEPL was incorporated on June 9, 2010 as a private limited company under the Companies Act, 1956 at Delhi. Subsequently, SEPL was converted to a public limited company and a fresh certificate of incorporation dated December 13, 2010 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Further, SEPL was again converted to a private limited company and a fresh certificate of incorporation dated August 4, 2017 was issued by Registrar of Companies, National Capital Territory of Delhi and Haryana. Pursuant to a certificate of registration of the Regional Director order for change of state dated October 11, 2018 issued by the Registrar of Companies, Mumbai, the place of situation of the registered office of SEPL was changed from Delhi to Maharashtra. The registered office of SEPL is situated at Unit No. 601-602, 6th Floor, Windsor House, Off CST Road, Kalina, Santacruz East, Mumbai 400098, Maharashtra. Its CIN is U45204MH2010PTC315633. SEPL operates a two-lane highway on the

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Shillong Bypass starting from Km 6.800 of NH-40 near Barapani and ending on NH-44 at Km 34.850 in the State of Meghalaya, on DBFOT (annuity) basis pursuant to the SEPL Concession Agreement. For further details of the SEPL Concession Agreement, please see the section entitled “*Summary of Concession Agreements*” on page 171 of the Letter of Offer.

### Capital Structure

The capital structure of SEPL is as follows:

| Particulars   | Amount (in ₹)     |
|---|-------------------|
| <b>Authorised capital</b>   |                   |
| 500,000 Equity Shares of face value of ₹ 10 each                      | 5,000,000         |
| 6,000,000 6% Non-Cumulative Redeemable Preference Shares of ₹ 10 each | 60,000,000        |
| <b>Total</b>  | <b>65,000,000</b> |
| <b>Issued, subscribed and paid-up capital</b>                         |                   |
| 500,000 Equity Shares of face value of ₹ 10 each                      | 5,000,000         |
| 5,83,030 6% Non-Cumulative Redeemable Preference Shares of ₹ 10 each  | 5,830,300         |
| <b>Total</b>  | <b>10,830,300</b> |

### Shareholding Pattern

The shareholding pattern of the equity share capital of SEPL is as follows:

| S. No. | Name of the Shareholder | Number of Equity Shares of ₹ 10 each | Percentage of the issued, subscribed and paid-up capital |
|--------|-------------------------|--------------------------------------|--|
| 1.     | Highways Trust          | 499,999                              | 100  |
| 2.     | Vidyadhar S Dabholkar*  | 1                                    | Negligible   |

\*As a nominee of Highways Trust.

The shareholding pattern of the preference share capital of SEPL is as follows:

| S. No. | Name of the Shareholder | Number of 6% Non-Cumulative Redeemable Preference Shares of ₹ 10 each | Percentage of the issued, subscribed and paid-up capital |
|--------|-------------------------|---|--|
| 1.     | Highways Trust          | 5,83,030  | 100  |

### Details of the Target SPV

#### H. G. Ateli Narnaul Highway Private Limited (“ANHPL”)

ANHPL was incorporated on April 4, 2019 as a private limited company under the name of “H.G. Ateli Narnaul Highway Private Limited” under the Companies Act, 2013 at Manesar. The registered office of ANHPL is situated at 14 Panchwati Colony, Ratanada, Jodhpur, Rajasthan 342 001. Its CIN is U45500RJ2019PTC064538. ANHPL has constructed and operates the Narnaul Bypass (design length 24.0km) and Ateli Mandi to Narnaul section of NH-11 from km 43.445 to km 56.900 (design length 14.0 km) on DBOT (hybrid annuity) basis pursuant to the HGAN Concession Agreement. For further details of the HGAN Concession Agreement, please see the section entitled “*Summary of Concession Agreements*” on page 171 of the Letter of Offer.

### Capital Structure

The capital structure of ANHPL is as follows:

| Particulars   | Amount (in ₹) |
|---|---------------|
| <b>Authorised capital</b>                           |               |
| 96,000,000 Equity Shares of face value of ₹ 10 each | 960,000,000   |
| <b>Issued, subscribed and paid-up capital</b>       |               |
| 95,211,000 Equity Shares of face value of ₹ 10 each | 952,110,000   |

### Shareholding Pattern

The shareholding pattern of ANHPL is as follows:

| S. No. | Name of the Shareholder       | Number of Equity Shares of ₹ 10 each | Percentage of the issued, subscribed and paid-up capital |
|--------|-------------------------------|--------------------------------------|--|
| 1.     | H.G Infra Engineering Limited | 95,210,999                           | 100  |
| 2.     | Girishpal Singh*              | 1                                    | Negligible   |

\*As a nominee of H.G. Infra.

### BRIEF DETAILS OF VALUATION OF EACH SPV

For the valuation of each of the Highways SPVs, please refer to [www.highwaystrust.com](http://www.highwaystrust.com)

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### BRIEF DETAILS OF POLICY OF DISTRIBUTIONS TO THE UNIT HOLDERS

Statements contained in this section that are not historical facts are forward-looking statements. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those that may be projected. Under no circumstances should the inclusion of such information herein be regarded as a representation, warranty or prediction with respect to the accuracy of the underlying assumptions by the Highways Trust, the Trustee, the Sponsor, the Investment Manager, the Lead Manager or any other person. Bidders are cautioned not to place undue reliance on these forward-looking statements that are stated only as at the date of the Letter of Offer. For details in relation to such forward-looking statements, please see the section entitled "Forward-Looking Statements" on page 15 of the Letter of Offer.

The net distributable cash flows of the Highways Trust (the "Distributable Income") are based on the cash flows generated from the underlying operations undertaken by the SPVs. For details of the business and operations presently undertaken by the SPVs, please see the section entitled "Our Business" on page 151 of the Letter of Offer. Currently, cash flows receivable by the Highways Trust may be in the form of dividend, capital reduction, interest income or principal repayment received from the SPVs in relation to any debt sanctioned by the Highways Trust, or a combination of both.

In terms of the InvIT Regulations, not less than 90% of the net distributable cash flows of the SPVs, shall be distributed to the Highways Trust, subject to applicable provisions in the Companies Act, 2013, as amended and not less than 90% of the net distributable cash flows of the Highways Trust shall be distributed to the Unitholders.

The Highways Trust shall declare and distribute at least 90% of the Distributable Income to the Unitholders. Such distribution shall be declared and made such that the time period between any two declarations of distribution shall not exceed one year. However, if any infrastructure asset is sold by the Highways Trust or the SPVs, or if the equity shares or interest in the SPVs are sold by the Highways Trust and if the Highways Trust proposes to re-invest the sale proceeds into another infrastructure asset within one year, it shall not be required to distribute any sales proceeds to the Highways Trust or to the Unitholders. Further, if the Highways Trust proposes not to invest the sale proceeds into any other infrastructure asset within one year, it shall be required to distribute the same in the manner specified above. In accordance with the InvIT Regulations, distributions by the Highways Trust shall be made no later than 15 days from the date of such declarations. The distribution, when made, shall be made in Indian Rupees. For details on the risks relating to distribution, please see the section entitled "Risk Factors" on page 56 of the Letter of Offer.

#### **Distribution Policy**

##### **Method of calculation of Distributable Income**

The Distributable Income of the Highways Trust shall be calculated in accordance with the InvIT Regulations. The Highways Trust proposes to calculate Distributable Income in the manner provided below:

(a) Calculation of the Net Distributable Cash Flows at Project SPV level:

| Description  |
|--|
| <b>Profit after tax as per profit and loss account (standalone) (A)</b>  |
| Add: Interest (including interest on unpaid interest), if any, on loans availed from / debentures issued to Highways Trust, as per profit and loss account   |
| Add: Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.   |
| Add/Less: Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to <ul style="list-style-type: none"> <li>• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;</li> <li>• interest cost as per effective interest rate method (difference between accrued and actual paid);</li> <li>• deferred tax, lease rents, provisions, etc.</li> <li>• any other items charged / credited to the P&amp;L account which do not involve corresponding cash flows</li> </ul> |
| Add/Less: Decrease / increase in working capital   |
| Add/Less: Loss / gain on sale of assets / investments  |
| Add: Proceeds from sale of infrastructure assets adjusted for the following: <ul style="list-style-type: none"> <li>• related debts settled or due to be settled from sale proceeds;</li> <li>• directly attributable transaction costs;</li> <li>• directly attributable transaction costs proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations</li> </ul>   |
| Add: Net proceeds (after applicable taxes) from sale of assets / investments adjusted for proceeds reinvested or planned to be reinvested.   |
| Add: Any amount received from tolls or annuities not recognised as income for the purposes of working out the profit after tax   |
| Add: Net proceeds (after applicable taxes) from sale of assets / investments not distributed pursuant to an earlier plan to reinvest, if such proceeds are not intended to be invested subsequently.   |
| Add: amount released from DSRA/MMRA or any other reserve in lieu of providing bank guarantee.  |
| Add: amount received from settlement of claim from NHAI or from any engineering, procurement and construction contractors to the extent not already considered in profit after tax   |
| Add: Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.   |

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| Description   |
|---|
| Add: Proceeds from loan raised from third parties   |
| Add: Proceeds from loan raised from related party (other than Trust)  |
| Less: Capital expenditure, if any   |
| Less: Investments made in accordance with the investment objective, if any  |
| Less: Repayments of loan raised from related parties (Other than Trust)   |
| Less: Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt   |
| Less: Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.   |
| Add: Proceeds from additional borrowings (including debentures / other securities), fresh issuance of equity shares / preference shares, etc.   |
| Less: Payment of any other liabilities (not covered under working capital)  |
| Less: Any provision or reserve deemed necessary by the Investment Manager for expenses / liabilities which may be due in future   |
| Add / Less: Amounts added or retained in accordance with the transaction documents or the loan agreements in relation to the Project SPV  |
| Add / Less: Any other adjustment to be undertaken by the board of directors of the Investment Manager (the "IM Board") to ensure that there is no double counting of the same item for the above calculations |
| Add / Less: Any other adjustment to be undertaken by the board of directors of the Investment Manager as deemed necessary   |
| Add: Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the SEBI InvIT Regulations   |
| <b>Total Adjustments (B)</b>  |
| <b>Net Distributable Cash Flows (C)=(A+B)</b>   |

(b) Calculation of the Distributable Income at the Highways Trust level:

| Description   |
|---|
| <b>Net Distributable cash flows from project entities as follows:</b>   |
| a) in the form of interest / accrued interest / additional interest   |
| b) in the form of dividend  |
| c) in the form of proceeds towards repayment of the debt issued to the Project SPVs by the Trust  |
| d) in the form of proceeds through capital reduction by way of a buy back or any other means as permitted, subject to applicable law  |
| Add: Cash flows from sale of equity shares or any other investments in the Project SPV adjusted for amounts reinvested or planned to be reinvested  |
| Add: Cash flows from the sale of the Project SPVs not distributed pursuant to an earlier plan to reinvest, or if such proceeds are not intended to be invested subsequently   |
| Add: Cash flows from additional borrowings (including debentures / other securities), fresh issuance of units, etc.   |
| Add: Any other income accruing at the Highways Trust and not captured above, as deemed necessary by the Investment Manager, including but not limited to interest / return on surplus cash invested by the Highways Trust |
| <b>Total cash inflow at the InvIT level (A)</b>   |
| Less: Any payment of fees, interest and expenses incurred at the Trust, including but not limited to the fees of the Investment Manager, Project Manager, Trustee, Auditor, Valuer, Credit Rating Agency, etc.            |
| Less: Any expenditure reimbursed to Investment Manager which the Investment Manager incurred on behalf of Trust   |
| Less: Income tax (if applicable) for standalone Highways Trust and / or payment of other statutory dues   |
| Less: Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt   |
| Less: Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.   |
| Less: Amount invested in any of the Project SPVs for service of debt or interest  |
| Less: Proceeds reinvested or planned to be reinvested in accordance with Regulation 18(7)(a) of the InvIT Regulations   |
| Less: Amounts set aside to be invested or planned to be invested, as deemed necessary by the Investment Manager in compliance with the SEBI InvIT Regulations   |
| Less: Investments including acquisition of other Project SPVs   |
| Less: Capital expenditure if any  |
| Less: Costs/retention associated with sale of the Project Entity, being:  |
| (a) related debts settled or due to be settled from sale proceeds of SPV;   |
| (b) transaction costs paid on sale of the Project Entity; and   |
| (c) capital gains taxes on sale of the Project Entity, or other investments of the Trust.   |
| Less: Any provision or reserve deemed necessary by the Investment Manager for expenses / liabilities which may be due in future   |
| Less: Reserve for debentures / loans / capex expenditure in the intervening period till next proposed distribution if deemed necessary by the Investment Manager invested in permitted investments                        |
| Add / Less: Amounts added or retained in accordance with the transaction documents or the loan agreements in relation to the Highways Trust   |

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| Description  |
|--|
| Less: Any other expense of the InvIT not captured herein as deemed necessary by the Investment Manager   |
| Add / Less: Any other adjustment to be undertaken by the board of directors of the Investment Manager to ensure that there is no double counting of the same item for the above calculations |
| Add / Less: Any other adjustment to be undertaken by the board of directors of the Investment Manager as deemed necessary.   |
| <b>Total cash outflow/retention at the Highways Trust level (B)</b>  |
| <b>Net Distributable Cash Flows (C) = (A+B)</b>  |

In terms of the InvIT Regulations, if the distribution is not made within 15 (fifteen) days from the date of declaration of the Distributable Income, the Investment Manager shall be liable to pay interest to the Unitholders at the rate of 15% (fifteen per cent) per annum till the distribution is made. Such interest shall not be recovered in the Management Fees of the Investment Manager or in the form of fee or any other form payable to the Investment Manager by the Highways Trust.

### Distributions by Highways Trust

The details of distributions declared by Highways Trust are provided below: (₹ per Unit)

| Sr. No. | Record Date       | Total Distribution* | Cumulative distribution till date* |
|---------|-------------------|---------------------|------------------------------------|
| 1.      | November 19, 2022 | 4.84                | 4.84                               |
| 2.      | February 15, 2023 | 4.84                | 9.68                               |
| 3.      | March 19, 2023    | 4.84                | 14.52                              |
| 4.      | May 27, 2023      | 1.69                | 16.21                              |
| 5.      | August 19, 2023   | 2.65                | 18.86                              |

\* Note: Figures have been rounded off to two decimal places

### BRIEF DETAILS OF FEE AND EXPENSES CHARGED OR CHARGEABLE TO THE HIGHWAYS

#### Fees and expenses

The expenses in relation to the Highways Trust, other than such expenses incurred in relation to operations of the Project SPVs would broadly include fee payable to: (i) the Trustee; (ii) the Investment Manager; (iii) the Project Manager; (iv) the Auditors, (v) the Valuer; and (vi) other intermediaries and consultants.

The estimated recurring expenses on an annual basis (exclusive of out of pocket expenses and escalations), including but not limited to, are as follows:

| Payment by the Highways Trust                      | Estimated Expenses* |
|--|---------------------|
| Fee payable to the Trustee                         | ₹ 20,00,000         |
| Fee payable to the Valuer                          | ₹ 25,00,000         |
| Fee payable to the Auditor                         | ₹ 17,380,000        |
| Fee payable to the Investment Manager              | Please see Note 1   |
| Fee payable to the Project Manager                 | Please see Note 2   |
| Fee payable to the Registrar                       | ₹ 1,20,000          |
| Fee payable to the Stock Exchange and Depositories | ₹ 10,00,000         |
| Fee payable to the credit rating agencies          | ₹ 90,00,000         |

\* Excluding applicable taxes and any increases on account of acquisition of any new SPVs.

#### Note 1: Fee to the Investment Manager

The Investment Manager is entitled to a fee aggregating to 110% of the costs incurred by the Investment Manager in providing its services in terms of the Investment Management Agreement or such other percentage as may be mutually agreed in writing subject to relevant benchmarking reports. The Investment Management fees shall be exclusive of all or any Taxes, duties and other statutory levies, if any, payable thereon. The aggregate fee paid to the Erstwhile Investment Manager and the Investment Manager for Fiscal 2023 amounted to ₹ 111.61 million.

#### Note 2: Fee to the Project Manager

The Project Manager is entitled to a fee aggregating to 110% of the costs incurred by the Project Manager in providing its services in terms of the Project Management Agreement or such other percentage as may be mutually agreed in writing subject to relevant benchmarking reports (or pay such fee directly to any subcontractors at the request of the Project Manager, without any markup to the costs incurred by such sub-contractor). The Project Management fees shall be exclusive of all or any Taxes, duties and other statutory levies, if any, payable thereon. The fee paid to the Project Manager for Fiscal 2023 amounted to ₹ 53.55 million.

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### TOP FIVE RISK FACTORS

1. The Highways Trust is a newly settled trust with a limited operating history and limited historical financial information and, as a result, investors may not be able to assess its prospects on the basis of past records.
2. We may be subject to penalties and claims from the concessioning authorities and third parties during the course of operations of the Projects and may not be able to recover all operational losses from the Erstwhile Project Manager, Project Manager and/ or other contractors providing operations and maintenance services to the Projects.
3. We intend to acquire 100% of the issued, subscribed and paid-up share capital of the Target SPV with the proceeds of the Issue and any failure to acquire such percentage of the Target SPV could have a material adverse effect on the growth of our business, financial condition and results of operations.
4. The acquisition by the Highways Trust of the Target SPV from H.G. Infra may result in damages and losses. We may not be able to recover losses arising from the acquisition of the Target SPV under relevant contractual arrangements.
5. The ANHPL Valuation Report included in the Letter of Offer and the Valuation Report of the Highways SPVs of the Highways Trust as available at <https://highwaystrust.com/wp-content/uploads/2023/05/HITValuationReportMar23signed.pdf> are not an opinion on the commercial merits and structure of the Issue nor is it an opinion, express or implied, as to the future trading price of Units or the financial condition of Highways Trust upon the Allotment, and the valuation of the Target SPV contained in such valuation report may not be indicative of the true value of the Target SPV.

### DECLARATION

| <b>Investment Manager</b>   | <b>Trustee</b>   |
|---|--|
| The Investment Manager hereby declares and certifies that all relevant provisions of the InvIT Regulations, SEBI ACT and rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the InvIT Regulations, the SCRA, the SEBI Act, or rules, regulations, and guidelines issued thereunder (as the case may be). The Investment Manager further certifies that all the statements and disclosures in the Letter of Offer are material, true, correct, and are adequate in order to enable the investors to make an informed decision. | The Trustee (on behalf of the Highways Trust) hereby declares and certifies that all relevant provisions of the InvIT Regulations, SEBI Act and rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the InvIT Regulations, the SCRA, the SEBI Act, or rules, regulations, and guidelines issued thereunder (as the case may be). The Trustee (on behalf of the Highways Trust) further certifies that all the statements and disclosures in the Letter of Offer are material, true, correct, not misleading and are adequate in order to enable the investors to make an informed decision. |

### SPONSOR

Galaxy Investments II Pte. Ltd. hereby declares and certifies that all relevant provisions of the InvIT Regulations, SEBI Act and rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the InvIT Regulations, the SCRA, the SEBI Act, or rules, regulations, and guidelines issued thereunder (as the case may be). We further certify that all the statements and disclosures in the Letter of Offer are material, true, correct, not misleading and are adequate in order to enable the investors to make an informed decision.