NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

Registered Office: G-5 & 6, Sector-10, Dwarka, New Delhi– 110075, Tel: 011-25076536, FAX: 011-25076536. Email: nhiimpl@nhai.org CIN: U65929DL2020GOI366835

Date: 21st September, 2022

Corporate Relations DepartmentThe Listing Department,BSE LimitedNational Stock Exchange of India LimitedPhiroze Jeejeebhoy Towers,Exchange Plaza, C-1, Block G,Dalal Street,Bandra Kurla Complex, Bandra (East),Mumbai - 400 001Mumbai - 400 051Scrip Code: 543385Scrip ID/Symbol: NHIT

Subject: Outcome of the Board Meeting of National Highways Infra Investment Managers Private Limited- Investment Manager to National Highways Infra Trust (NHAI InvIT) held on 21st September, 2022.

Dear Sir/Madam,

Pursuant to applicable provisions of SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time read with circulars and guidelines issued thereunder ("InvIT Regulations"), we hereby inform you that a meeting of the Board of Directors ("Board") of National Highways Infra Investment Managers Private Limited acting in the capacity of Investment Manager to National Highways Infra Trust (NHAI InvIT) was held today i.e. 21st September, 2022, wherein the Board, *inter-alia*, considered and approved:

1. Un-audited consolidated Financial Results of NHAI InvIT (including Cash Flow Statements for both Standalone and Consolidated) of NHAI InvIT for the quarter ended 30th June, 2022 along with Limited Review Report issued thereon by the Auditors of NHAI InvIT.

Copy of the said results with Limited Review Report is enclosed as **Annexure –A**.

2. Confirmation for apppointment of the M/s. ASC & Associates, Chartered Accountants (ICAI Firm Registration No. FRN 11863 N), as Statutory Auditors of National Highways Infra Investment Managers Private Limited (Investment Manager Company) appointed by the Comptroller & Auditor General of India (C&AG) for the Financial Year 2022-23, who have given their consent and confirmed their eligibility for the proposed appointment under the Act including under Section 141 of the Companies Act, 2013 subject to the confirmation by shareholders of the Company.

The meeting concluded at 2.40 p.m.

Request you to consider the same.

Sincerely,

For National Highways Infra Trust

By Order of the Board

National Highways Infra Investment Managers Private Limited

GUNJAN Digitally signed by GUNJAN Date: 2022.09.21 17:22:11 +05'30'

Company Secretary and Compliance Officer

A.R. & CO.
Chartered Accountants

DelhiOffice:

A-403, Gayatri Apartment Airlines Group Housing Society, Plot No 27, Sector-10, Dwarka, New Delhi -110075 CellNo.-9810195084,9810444051 E-mail: ar_co1981@yahoo.co.in pawankgoel1@gmail.com

<u>Corporate and Correspondence</u> <u>Office:</u>C-1, II Floor, RDC, Raj Nagar, Ghaziabad-201001 Delhi-NCR National Capital region Of Delhi

INDEPENDENT AUDITOR'S REVIEW REPORT ON THE UNAUDITED CONSOLIDATED INTERIM FINANCIAL INFORMATION OF THE TRUST FOR THE QUARTER ENDED ON 30 JUNE, 2022

To,
The Board of Directors
National Highways Infra Investment Managers Private Limited
(Investment Manager of National Highways Infra Trust)
G-5 & 6, Sector-10,
Dwarka, Delhi - 110075

- 1. We have reviewed the accompanying Statement of Unaudited ConsolidatedInterim financial Information of National Highways Infra Trust (the 'Trust') and its one subsidiary (hereinafter referred to as "the National Highways Infra Projects Private Limited or NHIPPL") (The Trust and its subsidiary "NHIPPL" together referred to as "the Group"), consisting of Unaudited Consolidated Interim Balance Sheet, Unaudited Consolidated Interim Statement of profit and loss (Including Other Comprehensive Income) and other explanatory notes thereto including Net Distributable Cash Flows (NDCFs) for the quarter ended 30.06.2022 (hereinafter referred to as "the Statement") attached herewith, being submitted by National Highways Infra Investment Managers Private Limited (the 'Investment Manager') for the purpose of expressing a conclusion that whether anything has come to our notice that causes us to believe that the Statement is not prepared, in all material respects, in accordance with the applicable Indian Accounting Standards ('Ind AS') and other recognized accounting practices and policies, or that it contains any material misstatement.
- 2. The Statement, which is the responsibility of the Investment Manager and has beenapproved by the Board of Directors of the Investment Manager, has been prepared inaccordance with the recognition and measurement principles laid down in IndianAccounting Standard 34, "Interim Financial Reporting" (Ind AS 34) as prescribed inRule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (asamended) and other

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accounting principles generally accepted in India, to the extent notinconsistent with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, including any guidelines and circulars issued there under ("SEBI InvIT Regulations"). Our responsibility is to express a conclusion on the Statement based on our review.

- 3. We conducted our review of the Statement in accordance with the Standard on ReviewEngagements (SRE) 2410, "Review of interim Financial Information Performed by theIndependent Auditor of the Entity" issued by the Institute of Chartered Accountants ofIndia. This standard requires that we plan and perform the review to obtain moderateassurance as to whether the Statement is free of material misstatement. A review ofinterim financial information consists of making inquiries, primarily of Investment manager personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does notenable us to obtain assurance that we would become aware of all significant mattersthat might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4. Based on our review conducted as above, nothing has come to our attention that causesus to believe that the accompanying Statement is not prepared, in all material respects, in accordance with therecognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') as prescribed in Rule2(1)(a) of the Companies(Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principlesgenerally accepted in India, or that itcontains any material misstatement.
- 5. The accompanying Statement includes the unaudited interim financial results and other financial information of NHIPPL whose unaudited interim financial results include total revenues of Rs 13,763.45 Lakhs, total net comprehensive loss after tax of Rs. 10,307.35 Lakhs for the quarter ended June 30, 2022, as considered in the Statement which have been reviewed by the independent Chartered Accountant.
- 6. The independent Chartered Accountant's review report on interim financialinformation/ financial results of NHIPPL have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures of NHIPPL, is based solely on the reviewreport given by that Independent Chartered Accountant.

Our conclusion on the Statement is not modified in respect of the above matter with respect our reliance on the work done and the report of the other auditor.

For A. R. & Co.

Chartered Accountants

FRN.002744C

CA Rohit Jain

Partner

Membership No: 542495

UDIN: 22542495ATPAYY2203

Place: New Delhi Date: 21.09.2022

Unaudited Consolidated Interim Balance sheet as at 30 June 2022

1. Balance Sheet as at 30 June 2022 and 31 March 2022:

(All amounts in ₹ lakh unless otherwise stated)

D. L. MARTINE CONT. L. D. C.	(All amounts in ₹ lakh unless otherwise stated		
PARTICULARS	AS AT	AS AT	
	30th June, 2022	31st March, 2022	
ACCETC	(Unaudited)	(Audited)	
ASSETS .			
1) Non - Current Assets:	And the same		
(a) Property, Plant and Equipment	1.21	0.46	
(b) Goodwill	10,144.46	10,144.46	
(c) Intangible assets (d) Financial Assets	7,30,543.98	7,33,984.39	
(i) Other Financial Assets	2 975 07	2 170 01	
(e) Deferred Tax Assets	2,875.97 820.91	3,170.81	
2) Current Assets	020.91	262.53	
(a) Financial Assets			
(i) Investments	_	992.16	
(ii) Trade receivables	79.47	600.47	
(iii) Cash and Cash Equivalents	12,456.39	5,389.78	
(iv) Other financial assets	268.53	5.38	
(b) Other current assets	239.11	347.29	
TOTAL ASSETS	7,57,430.03	7,54,897.72	
EQUITY AND LIABILITIES			
EQUITY			
1) Initial settlement amount	0.10	0.10	
2) Unit Capital	6,01,152.00	6,01,152.00	
3) Other Equity	6,619.25	5,059.25	
LIABILITIES			
1) Non-Current liabilities:			
(a) Financial liabilities			
(i) Borrowings	1,45,035.17	1,45,556.94	
(b) Provisions	1,234,44	403.37	
2) Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	1,250.00	980.86	
(ii) Trade Payables			
(a) Total Outstanding, dues of micro and small			
enterprises		я:	
(b) Total outstanding, dues of creditors other	1 470 70	1,101.23	
than (iii) Other financial liabilities	1,479.72		
(b) Other current liabilities	318.87 321.71	241.41	
(c) Provisions		240.75	
(d) Current Tax Liabilities (Net)	0.03 18.74	0.03 161.77	
TOTAL EQUITY & LIABILITIES	7,57,430.03	7,54,897.72	





Unaudited Consolidated Interim Statement of Profit and Loss for the quarter ended 30 June 2022

2. Statement of Profit and Loss

(All amounts in ₹ lakh unless otherwise stated)

	(All amounts in ₹ lakh	unless otherwise stated,
PARTICULARS	Quarter ended	Year ended
TARTICULARS	30th June 2022	31st March 2022
INCOME	(Unaudited)	(Audited)
Revenue from Operations	10.505.41	
Other Income	13,737.41	13,960.55
Total Income	111.72	1,014.53
1 otal fileone	13,849.13	14,975.08
EXPENSES		
Investment Manger Fees	301.67	1,931.71
Trustee Fees	2.39	3.73
Operating Expenses	1,213.57	849.77
Project Management Fees	247.80	290.43
Employee Benefits Expenses	11.70	2.12
Finance Charges	2,653.10	3,154.43
Depreciation & Amortization Expense	3,440,45	1,055.65
Other Expenses	216.71	676.86
Total Expenses	8,087.39	7,964.71
Profit/(Loss) before Exceptional Items and Tax	5,761,74	7,010.37
Exceptional Items (net)		7,010.57
Profit / (Loss) before Tax	5,761.74	7,010.37
Tax Expenses	3,701.77	7,9010,07
Current Tax	39.78	436.36
Deferred Tax expense/(credit)	(558.38)	(262.32)
Total Tax	(518.60)	174.04
Profit/ (loss) for the period	6,280,34	6,836.33
Other Comprehensive Income		
Items that will not be reclassified to Profit and Loss		
Items that will be reclassified to Profit and Loss	-	
tions that will be reclassified to Profit and Loss	-	
Total Comprehensive Income for the period	6,280.34	6,836,33
	× 300 × × 10 1	0,000,00
Earnings per Unit		
Basic	1.06	1.15
Diluted	1.06	1.15





UNAUDITED CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 30TH JUNE, 2022

PARTICULARS	AS AT 30th June, 2022	AS AT 31st March, 2022
A. OPERATING ACTIVITIES		
Net Profit/(Loss) Before Tax	5,761.74	7,010.37
Adjustments to reconcile profit before tax to net cash flo	3,701.74	7,010.57
Depreciation and Amortization	3,440.45	1,055.65
Loss/ (Gain) on sale of Investments (net)	(30.92)	(682.62)
Loss / (Gain) on Fair Valuation of Investments	((7.38)
Interest Accrued on Bank FD	(45.39)	(5.86)
Finance Cost (net)	2,643.34	3,154.43
Operating Profit/(Loss) before Working Capital Change	es 11,769.22	10,524.59
Working Capital Adjustments:		2 Ogen a George
Decrease / (Increase) in Trade & Other Receivables	521.00	(600.47)
Decrease / (Increase) in Other Non Current Financial Assets	=	(3,170.81)
Decrease / (Increase) in Other Current Financial Assets	(217.76)	0.59
Decrease / (Increase) in Other Current Assets	108.18	(347.29)
Increase / (Decrease) in Trade & Other Payables	378.49	651.07
Increase / (Decrease) in Other Financial Liabilities	77.47	(7,34,867.55)
Increase / (Decrease) in Provisions	831.07	403.40
Increase / (Decrease) in Other Current Liabilities	80.96	238,59
Increase / (Decrease) in Current Tax Liabilities	(143.04)	(0.59)
Towns of the second of the sec	1,636.36	(7,37,693.06)
Income Tax paid	(39.78)	(274.00)
Net Cash Flows from/(used in) Operating Activities	13,365.81	(7,27,442.47)
B. INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment, including CWIP,	capital (0.80)	(0.50)
Purchase of Non Current Investments	(1,755.00)	(1.52)
Sale of non current Investments	2,049.84	(1.52)
Purchase of Current Investments		(5,96,271.00)
Sale of Current Investments	1,023.08	5,95,968.84
Net cash flows from (used in) Investing activities	1,317.12	(304.19)
C. FINANCING ACTIVITIES		A SAME AND
Proceeds from Issue of Unit Capital		5.01.000.00
One Time Expense paid	(19.27)	5,91,000.00
Distribution to Unit Holders	(18.26)	(1,364.94)
Proceeds from Long Term Borrowings (net of processing fee	(4,702.08)	1 477 444 00
Repayment of Long Term Borrowings	(253,52)	1,47,646.00
Finance Costs Paid	(2,642.46)	(1,001.59)
Net cash flows from (used in) Financing activities	(7,616.32)	(3,143.04) 7,33,136.43
Net Increase/Decrease in Cash and Cash equivalents (A+B+C	7,066.61	5,389.78
Cash and cash equivalents at the beginning of the year	5,389.78	3,309.78
Cash and cash equivalents at the end of the year	12,456.39	5,389.78
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Disclosures pursuant to SEBI circulars (SEBI Master Circular No. CIRSEBI/HO/DDHS_Div3/P/CIR/2021/1673 dated 29 November 2021 issued under the InvIT

		s in ₹ lakh unles:	s otherwise stated)
S.	PARTICULARS	30TH JUNE,	31ST MARCH
No.		2022	2022
1	Profit after tax as per Statement of profit and loss/income and	16,587.69	18,192.23
	expenditure (standalone) (A)		
2	Add: Depreciation and amortization as per statement of profit and loss	3	
	account. Incase of Impairment reversal, same needs to be deducted from		
	profit and loss.		
3	Add/Less: Loss/gain on sale of infrastructure assets	-	*
4	Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-
	related debts settled or due to be settled from sale proceeds;		
	directly attributable transaction costs;		
	proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of		
	the InvIT regulations		
5	Add: Proceeds from sale of infrastructure assets not distributed pursuant to	~	**
	an earlier plan to re-invest, if such proceeds are not intended to be invested		
	subsequently, net of any profit/ (loss) recognised in profit and loss account		
6	Add/ Less: Any other item of non- cash expense/ non cash income (net of	(5,006.24)	(8,233.88)
1	actual cash flows for these items), if deemed necessary by the Investment	(0,000.2.1)	(0,200.00)
	Manager.		
	For example, any decrease/ increase in carrying amount of an asset or a		
	liability recognised in profit and loss /income and expenditure on		
	measurement of the asset or the liability at fair value;		
	Interest cost as per effective interest rate method, deferred tax lease rents		
	recognised on a straight line basis, etc.		
	Less: Repayment of external debt (principal) / redeemable preference shares	(1.101.05)	15.002.200
	/debentures, etc. (excluding refinancing) / net cash set aside to comply with	(1,131.35)	(5,204.50)
	DSRA requirements under loan agreements and other reserves.		
	and requirements under loan agreements and other reserves.		
8	Total Adjustment (B)	(6,137.58)	(13,438,39)
9	Net Distributable Cash Flows (C) = (A B)	(0,157,50)	(10,700.09)





4,753.84

10,450.11

Net Distributable Cash Flows (C) = (A+B)

NATIONAL HIGHWAYS INFRA PROJECTS PRIVATE LIMITED

STATEMENT OF NET DISTRIBUTABLE CASH FLOWS (NDCF) FOR THE YEAR ENDED 30TH JUNE, 2022

(All amounts in ₹ lakh unless otherwise stated) S PARTICULARS PERIOD ENDED YEAR ENDED No. 30TH JUNE, 2022 | 31ST MARCH, 2022 Profit after tax as per Statement of profit and loss/income and expenditure (standalone) (10.307.35)(11.355.90)Add: Depreciation and amortization as per statement of profit and loss account. Incase of 3,440.45 1,055.65 Impairment reversal, same needs to be deducted from profit and loss. Add/Less: Loss/gain on sale of infrastructure assets Add: Proceeds from sale of infrastructure assests adjusted for the following: related debts settled or due to be settled from sale proceeds: directly attributable transaction costs; proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT regulations Add: Proceeds from sale of infrastructure assests not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit/(loss) recognised in profit and loss account Add/ Less: Any other item of non- cash expense/ non cash income (net of actual cash flows for 21.007 23,080,85 these items), if deemed necessary by the Investment Manager. For example, any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss /income and expenditure on measurement of the asset or the liability at fair Interest cost as per effective interest rate method, deferred tax lease rents recognised on a straight line basis, etc. Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (excluding refinancing) / net cash set aside to comply with DSRA requirement under loan agreements Total Adjustment (B) 24,447.00 24,136.50 Net Distributable Cash Flows (C) = (A+B) 14,139.65 12,780.61

Statement of Reconciliation of NDCF with distributions for FY 2021-22

S. No.	PARTICULARS	PERIOD ENDED 30TH JUNE, 2022	YEAR ENDED 31-03-2022
1	Net Distributable Cash Flows for the year ended on 31st March, 2022	14,139,65	12.780.61
2	Amount distributed as Interest on borrowing from NHIT	13,600.00	12,700.01
3	Difference Cash and Cash Equivalents	539.65	588.61
4	Add Opening Balance	588.61	200,01
5	Cash and Cash Equivalents at the end of the reporting period	1 128 27	599.63





Notes to the Unaudited Consolidated Interim Financial Results of National Highways Infra Trust for the quarter ended 30 June 2022

- 1 The unaudited Consolidated Interim financial results of National Highways Infra Trust ('Trust') for the quarter ended 30 June 2022 have been reviewed by the Audit Committee of National Highways Infra Investment Managers Private Limited ('Investment Manager' of Trust) at their meeting held on 21st September 2022 and approved by the Board of Directors of the Investment Manager at their meeting held on 21st September 2022. The statutory auditors have issued an unmodified review report on these unaudited consolidated Interim financial results.
- The unaudited Consolidated Interim Financial results comprise the unaudited Consolidated Interim Balance Sheet as at 30 June 2022, the unaudited Consolidated Statement of Profit and Loss, and explanatory notes thereto of the National Highways InfraTrust ('the Trust') for the quarter ended 30 June 2022 ('the Statement'). The Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34') read with Indian Accounting Standards (Ind AS) and/or any addendum thereto as defined in Rule 2 (1) (a) of the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India. The Statement has been prepared solely for submissions to be made by the Investment Manager with the National Stock Exchange of India as additional information for the unitholders of the Trust and therefore it may not be suitable for another purpose.
- 3 The consolidated financial statements incorporate the financial statements of the Trust and it's subsidiary (Project SPV-NHIPPL) from date of acquisition of the subsidiary i.e. November 3, 2021.

 The consolidated financial statements combine financial statements of the Trust and its subsidiaries on line-by-line basis by adding together the like items of assets, liabilities, income and expenses. All intra-group assets, liabilities, income, expenses and unrealised profits/losses on intra-group transactions are eliminated on consolidation unless the transaction provides evidence of an impairment of transferred asset. The carrying amount of the Group's investment in each subsidiary and the Group's portion of equity of each subsidiary are offset with each other in the consolidated financial statements.
- 4 National Highway Infra Trust ("Trust" or "InvIT") is an irrevocable trust registered under the provisions of the Indian Trusts Act, 1882 on 19th October, 2020. It was registered under the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 on 28th October, 2020 having registration number IN/InvIT/20-21/0014.
- 5 The Board of Directors of the Investment Manager have declared a distribution of Rs. 1.75 per unit which comprises Rs. 1.74 per unit as return on capital, Rs. 0.01 per unit as other income on surplus funds at Trust in their meeting held on 12th August 2022 and same was already distributed to its unit holders on 23rd August, 2022.
- 6 The Trust has acquired the entire equity share capital of the National Highways Infra Projects Private Limited (Project SPV's) on 3rd November, 2021.
- 7 As per Ind AS 36 'Impairment of assets', based on management review on expected future cash flows and economic conditions of the assets of the Trust, no indicators of impairment of assets exist as on the reporting date. Hence no provision for impairment has been recognized in the books on the reporting date





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Notes to the Unaudited Consolidated Interim Financial Results of National Highways Infra Trust for the quarter ended 30 June 2022

- 8 The carrying amount relates to goodwill arising from the acquisition of Project SPV company (NHIPPL) by the Trust and has been tested for impairment against the respective cash-generating unit (CGU). The calculation uses cash flow forecast based on approved financial budgets/strategic forecasts which cover future periods of 30 years.
 - Based on a review of the future discounted cash flows of the intangible assets (Toll Collection Rights) held by the subsidiary (NHIPPL), the recoverable amount is higher than the carrying amount of the assets, and accordingly, no impairment loss has been recognised in the statement of profit and loss for the period ended 30th June 2022 and March 31, 2022.
- 9 All values are rounded to nearest lakh, unless otherwise indicated. Certain amounts that are required to be disclosed and do not appear due to rounding off are expressed as 0.00.
- 10 Previous period/year figures have been reclassified/regrouped wherever necessary to confirm to current period.

For and on behalf of the National Highways Infra Investment Managers Private Limited (Investment Manager of National Highways Infra Trust)

New Delhi

Gunjan/Singh Compliance Officer

Mathew George Chief Financial Officer Suresh Krishan Goyal

Director DIN: 02721580

Place: New Delhi Date: 21.09.2022

