

**Policy for
Identification of
'Material' Group Companies**

HIGHWAY INFRASTRUCTURE LIMITED

Preface:

In terms of the SEBI ICDR Regulations, "group companies", wherever they occur, shall include such companies as covered under the applicable accounting standards and also other companies as considered material by the board of the issuer company. This Code has been reviewed and approved by the Board of Directors of Highway Infrastructure Limited (“**the Company**”)

Applicability:

The group entities shall be considered to be material if such companies as covered under the applicable accounting standards. In this regard, group companies of the Issuer ("Group Companies"), shall be companies as covered under the applicable accounting standards, being Accounting Standard 18, and also other companies as considered ‘material’ by the Board. For the purpose of disclosure in Offer Documents, a company shall be considered material and will be disclosed as a ‘Group Company’ which fulfils both (i) and (ii) conditions as mentioned below;

(i) Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(z)(b) of the SEBI Regulations; and

(ii) Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Restated Standalone Financial Statements.

This policy has been approved by our Board in its meeting held on 5th May 2018.

Disclosure:

The identification of “Group Companies will be disclosed in its draft prospectus/prospectus of the Company.
