

**National Highways Infra Investment  
Managers Private Limited**

(Investment Manager to National Highways Infra Trust)

CIN: U65929DL2020GOI366835 | Website: www.nhit.co.in | Email: nhiimpl@nhit.co.in



**Date: 18<sup>th</sup> October, 2024**

<b>To,</b> <b>The Corporate Relations Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	<b>To,</b> <b>The Listing Department,</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
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**Ref: Scrip Code: 543385; Scrip ID/Symbol: NHIT**

**Subject: Statement of Corporate Governance Report of National Highways Infra Trust under Regulation 26K of Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014.**

Dear Sir/ Madam,

Pursuant to Regulation 26K of Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, read with SEBI Circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/100 dated 26<sup>th</sup> June 2023 and other relevant circulars issued by SEBI in this regard, from time to time, the Corporate Governance Report of National Highways Infra Trust (“NHIT” or “Trust”) for the quarter ended 30<sup>th</sup> September, 2024, is enclosed herewith.

You are requested to take the same on record.

Sincerely,

For National Highways Infra Trust

By Order of the Board

**National Highways Infra Investment Managers Private Limited**

**GUNJAN** Digitally signed by  
GUNJAN SINGH  
**SINGH** Date: 2024.10.18  
16:27:29 +05'30'

**Gunjan Singh**

**Company Secretary and Compliance Officer**

**Registered Office:** NHAI Building, G-5 & 6, Sector-10, Dwarka, New Delhi-110075. Tel: 011-25076536.

**Corporate Office (Delhi):** Unit No. 324, 3<sup>rd</sup> Floor, D-21, Corporate Park, Sector-21, Dwarka, New Delhi-110077. Tel: 011-45120397.

**ANNEX I**

**Report on Governance to be submitted by the Investment Manager on quarterly basis**

1. Name of InvIT – National Highways Infra Trust
2. Name of the Investment manager – National Highways Infra Investment Managers Private Limited
3. Quarter ending – September 30, 2024

**I. Composition of Board of Directors of the Investment Manager**

Title (Mr./ Ms.)	Name of Director	PAN & DIN <sup>5</sup>	Category (Chairperson / Non-Independent/ Independent/ Nominee) <sup>6</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	No. of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager <sup>#</sup>	No. of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager <sup>#</sup>	Number of memberships in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations) <sup>#</sup>	Number of posts of Chairperson in Audit / Stakeholder Committee (s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)
Mr.	SURESH KRISHAN GOYAL	02721580	Executive Director- MD- CEO	20-10-2020				1	0	1	0
Mr.	MAHAVIR PARSAD SHARMA	03158413	Independent Director	20-10-2020	20-10-2020		47.11	1	1	1	0
Mr.	SHAIENDRA NARAIN ROY	02144836	Independent Director	20-10-2020	20-10-2020		47.11	1	1	2	1
Mr.	PRADEEP SINGH KHAROLA	05347746	Independent Director	14-12-2021	14-12-2021		33.17	1	1	1	1

Mr.	SUMIT BOSE	03340616	Independent Director	11-01-2023	11-01-2023		20.20	4	4	7	3
Mr.	NETI RAVI VIJAY VENKAT MURALI KRISHNA RAJENDRA KUMAR	09494456	Nominee Director	23-03-2022				1	0	1	0
Mr.	VINAY KUMAR	02174687	Nominee Director	27-03-2024				1	0	1	0
Mr.	PUSHKAR VIJAY KULKARNI	00090996	Unitholders Nominee Director	08-11-2023				1	0	2	0
Mr.	DEBAPRATIM HAJARA	09804007	Unitholders Nominee Director	08-11-2023				2	0	2	0
Ms.	USHA RAO MONARI	08652684	Additional Independent Director	16-04-2024	16-04-2024		5.15	2	2	1	0

Whether Regular chairperson appointed – No

Whether Chairperson is related to Managing director or CEO – No

*\$PAN of any director would not be displayed on the website of Stock Exchange.*

*&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.*

*\*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.*

*# Details are given up to their period of association as director on the Board.*

*As per Regulation 26G of SEBI InvIT Regulations, 2014 read with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chairmanship or Membership of Audit Committee & Stakeholder Relationship Committee ("Committee Positions"), held in all Manager / Investment Managers of ReIT / InvIT, listed entities and public limited companies are considered and Committee Positions in Private Limited Companies, foreign companies, high value debt listed entities, and Companies under Section 8 of the Companies Act, 2013 are excluded.*

## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Non-Independent/ Independent /Nominee)&	Date of Appointment	Date of Cessation
1. Audit Committee	No	PRADEEP SINGH KHAROLA	Chairperson- Independent Director	08-01-2024 (appointed as a Chairperson)  14-02-2022 (Initial date of appointment as member)	
		SHAIENDRA NARAIN ROY	Member- Independent Director	09-03-2023	
		MAHAVIR PARSAD SHARMA	Member- Independent Director	03-02-2021	
		SUMIT BOSE	Member- Independent Director	18-10-2023	
		NETI RAVI VIJAY VENKAT MURALI KRISHNA RAJENDRA KUMAR	Member- Nominee Director	23-03-2022	
		PUSHKAR KULKARNI	Member- Unitholder Nominee Director	08-11-2023	
2. Nomination & Remuneration Committee	Yes	SHAIENDRA NARAIN ROY	Chairman- Independent Director	10-11-2020	
		MAHAVIR PARSAD SHARMA	Member- Independent Director	09-03-2023	
		SUMIT BOSE	Member- Independent Director	09-03-2023	
		PRADEEP SINGH KHAROLA	Member- Independent Director	30-06-2023	
		USHA RAO MONARI	Member- Independent Director	27-05-2024	
3. Risk Management Committee	Yes	PRADEEP SINGH KHAROLA	Chairman- Independent Director	09-03-2023	
		SUMIT BOSE	Member- Independent Director	09-03-2023	
		PUSHKAR KULKARNI	Member- Unitholder	08-11-2023	

			Nominee Director		
		DEBAPRATIM HAJARA	Member- Unitholder Nominee Director	08-11-2023	
		USHA RAO MONARI	Member- Independent Director	27-05-2024	
4. Stakeholders Relationship Committee	Yes	SHAIENDRA NARAIN ROY	Chairman- Independent Director	03-02-2021	
		SURESH KRISHAN GOYAL	Member- Executive Director- MD/CEO	03-02-2021	
		PUSHKAR KULKARNI	Member- Unitholder Nominee Director	08-11-2023	
		DEBAPRATIM HAJARA	Member- Unitholder Nominee Director	08-11-2023	
		VINAY KUMAR	Member- Nominee Director	27-03-2024	
5. Sustainability and Safety Committee	Yes	USHA RAO MONARI	Chairman- Independent Director	24-07-2024	
		SUMIT BOSE	Member- Independent Director	24-07-2024	
		NETI RAVI VIJAY VENKAT MURALI KRISHNA RAJENDRA KUMAR	Member- Nominee Director	24-07-2024	
		PUSHKAR KULKARNI	Member- Unitholder Nominee Director	24-07-2024	
		DEBAPRATIM HAJARA	Member- Unitholder Nominee Director	24-07-2024	

*&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with a hyphen.*

### III. Meetings of the Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
27-05-2024		Yes	10	5	-
26-06-2024		Yes	10	5	30
	24-07-2024	Yes	9	5	28
	12-08-2024	Yes	8	4	16

\* to be filled in only for the current quarter meetings

**IV. Meetings of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days) **
<b>Audit Committee</b>					
				27-05-2024	-
				26-06-2024	30
24-07-2024	Yes	6	4		28
12-08-2024	Yes	6	4		16
<b>Nomination and Remuneration Committee</b>					
				15-05-2024	-
				23-05-2024	8
29-07-2024	Yes	5	5		67
<b>Stakeholders Relationship Committee</b>					
				15-05-2024	-
12-08-2024	Yes	4	1		89
<b>Risk Management Committee</b>					
				27-05-2024	-
No meeting held during the quarter ended 30-09-2024	-	-	-	-	-
<b>Sustainability and Safety Committee</b>					
No meeting held during the quarter ended 30-09-2024					

\*\*This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

## **V. Affirmations**

1. The composition of the Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014. – **Yes**
2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014
  - a. Audit Committee – **Yes**
  - b. Nomination & Remuneration Committee – **Yes**
  - c. Stakeholders Relationship Committee – **Yes**
  - d. Risk management committee – **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations 2014. – **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. – **Yes**
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors of the investment manager. - **Yes**

**For National Highways Infra Trust**

**By Order of the Board**

**National Highways Infra Investment Managers Private Limited**

**GUNJAN  
SINGH**

Digitally signed by  
GUNJAN SINGH  
Date: 2024.10.18  
18:48:44 +05'30'

**Gunjan Singh**

**Company Secretary and Compliance Officer**

**Place: New Delhi**

**Encl: as above**