

**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: 19th July, 2024

Corporate Relations Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 543385	The Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip ID/Symbol: NHIT
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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 26th 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 30th June, 2024, is enclosed herewith.

You are requested to take the same on record.

Thanking you,

For **National Highways Infra Trust**

By Order of the Board

National Highways Infra Investment Managers Private Limited


Gunjan Singh
Company Secretary and Compliance Officer



Place: New Delhi

Encl: as above

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 Manager Private Limited
3. Quarter ending – June 30, 2024

I. Composition of Board of Directors of the Investment Manager

Title (Mr./Ms.)	Name of Director	PAN & DIN	Category (Chairperson / Non-Independent/ Independent/ Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in months)	No. of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager [#]	No of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager [#]	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) [#]	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	0	1	0
Mr.	MAHAVIR PARSAD SHARMA	03158413	Independent Director	20-10-2020	20-10-2020		44.11	1	1	1	0
Mr.	SHAILENDRA NARAIN ROY	02144836	Independent Director	20-10-2020	20-10-2020		44.11	1	1	2	1
Mr.	PRADEEP SINGH KHAROLA	05347746	Independent Director	14-12-2021	14-12-2021		30.17	1	1	1	1
Mr.	SUMIT BOSE	03340616	Independent Director	11-01-2023	11-01-2023		17.20	4	4	6	2

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		2.15	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.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Non-Independent/ Independent /Nominee) ⁸	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)	

		SHAILENDRA 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	
	Yes	SHAILENDRA 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	
	Yes	PRADEEP SINGH KHAROLA	Chairman- Independent Director	09-03-2023	
		SUMIT BOSE	Member- Independent Director	09-03-2023	
		PUSHKAR KULKARNI	Member- Unitholder Nominee Director	08-11-2023	
		DEBAPRATIM HAJARA	Member- Unitholder Nominee Director	08-11-2023	
		MATHEW GEORGE	Member- Non-Board Member (Chief Financial Officer)	09-03-2023	27-05-2024
		USHA RAO MONARI	Member- Independent Director	27-05-2024	
	Yes	SHAILENDRA NARAIN ROY	Chairman- Independent Director	03-02-2021	
		SURESH KRISHAN GOYAL	Member- Executive Director- MD/CEO	03-02-2021	
2. Nomination & Remuneration Committee					
3. Risk Management Committee					
4. Stakeholders Relationship Committee					

	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

&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)
08-01-2024		Yes	8	4	60
16-01-2024		Yes	7	4	7
22-01-2024		Yes	8	4	6
27-01-2024		Yes	7	4	5
02-02-2024		Yes	7	4	6
10-02-2024		Yes	6	4	8
13-02-2024		Yes	8	4	3
04-03-2024		Yes	8	4	20
07-03-2024		Yes	8	4	3
13-03-2024#		Yes	8	4	6
15-03-2024# (Adjourned Board Meeting)		Yes	7	4	2
27-03-2024		Yes	8	4	12
	27.05.2024	Yes	10	5	61
	26.06.2024	Yes	10	5	30

* to be filled in only for the current quarter meetings

The Board Meeting dated 13th March, 2024 was adjourned for few Agenda Items and was resumed on 15th March, 2024

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) **
Audit Committee					
				03-01-2024	-
				08-01-2024	-
				16-01-2024	-
				22-01-2024	-
				27-01-2024	-
				30-01-2024	-
				02-02-2024	-
				10-02-2024	-
				13-02-2024	-
				04-03-2024	-
				07-03-2024	-
				13-03-2024	-
				15-03-2024	-
				27-03-2024	-
27-05-2024	Yes	5	3		61
26-06-2024	Yes	5	3		30
Nomination and Remuneration Committee					
				28-02-2024	-
				27-03-2024	-
15-05-2024	Yes	4	4		61
23-05-2024	Yes	4	4		7
Stakeholders Relationship Committee					
				27-01-2024	-
15-05-2024	Yes	3	1		109
Risk Management Committee					
				28-02-2024	-
27-05-2024	Yes	5	2		88

**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

Gunjan Singh
Company Secretary and Compliance Officer

Place: New Delhi
Encl: as above