

NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

Registered Office: G-5 & 6, Sector-10, Dwarka, New Delhi– 110075,

Tel: 011-25076536, Website: nhit.co.in, Email: nhiimpl@nhit.co.in

CIN: U65929DL2020GOI366835

Date: 27th May, 2024

Corporate Relations Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	The Listing Department, National Stock Exchange of India Limited 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

Sub: Annual Secretarial Compliance Report for the financial year ended on 31st March, 2024

Dear Sir/ Ma'am,

Pursuant to Regulation 26J of Securities and Exchange Board of India (Infrastructure Investment Trust) Regulation, 2014, we hereby submit the Annual Secretarial Compliance Report of National Highways Infrastructure Trust (NHIT) (acting through its Investment Manager- National Highways Infra Investment Managers Private Limited) for the financial year ended on 31st March, 2024, issued by M/s. MMJB & Associates LLP, Company Secretaries, Mumbai.

You are requested to take the same on your record.

Sincerely,

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: 2024.05.27
20:14:37 +05'30'

Gunjan Singh

Company Secretary and Compliance Officer

Corporate Office (Delhi):

324, 3rd Floor, D-21, Corporate Park,
Sector 21, Dwarka, New Delhi-110077

Corporate Office (Mumbai):

609, Plot No. C-63, G-Block, A Wing,
6th Floor, INS Tower, Bandra Kurla Complex,
Bandra East, Mumbai-400051

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund - West, Mumbai – 400080, (T) 022-21678100
LLPIN: AAR-9997

Secretarial Compliance Report of National Highways Infra Trust For the year ended March 31, 2024

To,
National Highways Infra Trust
(Acting through its Investment Manager -
National Highways Infra Investment Managers Private Limited)
G - 5 & 6, Sector 10,
Dwarka, New Delhi-110075.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **National Highways Infra Trust** (hereinafter referred as “the InvIT”), acting through its Investment Manager – National Highways Infra Investment Managers Private Limited) (hereinafter referred as “the investment manager”), having its registered office at G - 5 & 6, Sector 10, Dwarka, New Delhi - 110075. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Investment Manager books, papers, minutes books and other records maintained by the Investment Manager and also the information provided by the Investment Manager, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the InvIT has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, MMJB & Associates LLP, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **National Highways Infra Investment Managers Private Limited**
- (b) the filings/submissions made by the investment manager to the Stock Exchanges,
- (c) website of the **National Highways Infra Trust** (“the InvIT”),
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2024 (‘Review Period’) in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (hereinafter referred to as "InvIT Regulations");
- (b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable to the InvIT);
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "PIT Regulations")

and circulars/ guidelines issued thereunder;

Based on above examination, we hereby report that, during the review period:

- (a) The Investment Manager of the InvIT has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 4(2)(e)(v) of InvIT Regulations	The Composition of Governing Board is not in Compliance of Regulation 4(2)(e)(v) of InvIT Regulations from April 01, 2023 till November 15, 2023 and from March 27, 2024 till the end of Review Period.	As per InvIT Regulations the Governing Board of Investment Manager shall have at least half of its Directors as Independent. <ul style="list-style-type: none"> • Post resignation of Mr. Balasubramanyam Sriram, Independent Director w.e.f. April 01, 2023, the Manager have only 4 Independent Directors out of 9

			<p>Directors till November 15, 2023. Further, Mr. Amit Kumar Gosh, Non-Executive Director, ceased to be a director and thereafter the Composition is duly complied. Furthermore, pursuant to appointment of Mr. Vinay Kumar, Non-Executive Director, once again the investment manager has only 4 Independent Directors.</p> <ul style="list-style-type: none"> • During this period, the investment Manager have applied to SEBI for relaxation of strict enforcement of Reg 4(2)(e)(v) of InvIT Regulation, on various intervals and the same has been granted by SEBI till April 30, 2024. • Further, the investment manager has appointed Ms. Usha Rao Monari as Additional (Non-Executive & Independent) Director w.e.f. April 16, 2024.
2.	Regulation 26H of InvIT Regulations	The Composition of Governing Board is not in Compliance of Reg 26H of InvIT Regulations from April 01, 2023 till the end of Review Period.	<ul style="list-style-type: none"> • As per InvIT Regulations Governing Board of the investment manager shall have one Independent Woman Director. • However, the investment manager has not appointed Independent Woman Director w.e.f. April 01, 2023. • Investment Manager has applied to SEBI for relaxation of strict enforcement of Reg 26H(1) of InvIT Regulation on various intervals and the same has been granted by SEBI till April 30, 2024. • Further, the investment manager has appointed Ms. Usha Rao Monari as Additional (Non-Executive & Independent) Director w.e.f. April 16, 2024.

3.	Regulation 26G of InvIT Regulation read with Regulation 18 of Listing Regulations	Composition of Audit Committee.	<p>As per Regulation 18(1)(b) of Listing Regulations at least two-thirds of the members of audit committee shall be independent directors but from April 01, 2023 to October 17, 2023 the Committee consists of 5 Members out of which 3 were Independent Director, which is less than the required number.</p> <p>However, in Board Meeting dated October 18, 2023, the Committee was re-constituted and Mr. Sumit Bose was appointed with immediate effect and thereafter the Composition was in compliance with the Regulation.</p>
4.	Allotment Report of Preferential Issue as per Clause 7.3.6. of Master Circular SEBI/HO/DDHS/DDH S_Div3/P/CIR/2022/53 dated April 26, 2022	Allotment Report w.r.t. Preferential Issue was filed in delay.	The InvIT has allotted 49,79,26,000 and 8,78,69,400 units by way of Institutional Placement and Preferential Issue, respectively on March 15, 2024. Further, the allotment report w.r.t. the said circular for Institutional Placement was filed to SEBI on March 21, 2024 and for Preferential Issue was filed on May 25, 2024.

(b) The investment manager of the InvIT has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the InvIT, parties to the InvIT, its promoters, directors either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

(d) The investment manager of the InvIT has taken following actions to comply with the observations made in previous reports as specified below:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the Investment Manager, if any	Comments of the Practicing Company Secretary on the actions taken by the InvIT
1.	InvIT was not having Structured Digital Database as per PIT Regulations till September 04, 2022 and the entries were made in delay in the software.	March 31, 2023	<p>The IT System of the Company is operated on NHAI servers and for installing the software for maintaining the said database on NHAI, the necessary permission from NHAI was required to be taken and the request in this regard was made to Head IT, NHAI. The Company was maintaining spreadsheet for making the required entries under the UPSI Policy and SEBI PIT Regulations, 2015.</p> <p>The SDD software was duly installed during the Year and updated by the IM Company.</p>	-
2.	InvIT is required to file allotment report along with placement document with SEBI within 7 days of allotment of units.	March 31, 2023	As informed by the merchant bankers responsible for post issue compliances of units, as there is no prescribed format for filing allotment report, the allotment details of preferential issue were captured in the	-

			<p>placement document filed with Stock Exchanges and no separate report was filed.</p> <p>Further, the allotment was made to sponsor through preferential issue and to QIBs through further issue on October 12, 2022. The allotment details of preferential issue was getting captured in placement document filed on October 17, 2022 after allotment w.r.t. QIB issue.</p>	
3.	<p>Governing board was not duly constituted from October 12, 2022 to November 29, 2022 and from January 06, 2023 to January 11, 2023. Mr. Vivek Rae, Independent Director (ID) resigned w.e.f. July 12, 2022. Hence, ID position became vacant. New ID has been appointed on January 11, 2023.</p>	March 31, 2023	<p>Post resignation of Mr. Vivek Rae, ID of the Company, the position of Independent Directors became vacant. In terms of the Articles of Association of the Company, the Search-cum-Selection Committee formed by the Government of India is to identify the Independent Directors to be appointed on the Board of Directors of the Investment Manager and accordingly a request was made by the Company to the Chairperson, NHAI intimating the same and requesting for appointment of ID in place of Mr. Rae.</p>	-

			<p>Accordingly, upon receipt of letter from The Ministry of Road & Transport & Highways (MoRTH) dated January 05, 2023 communicating the approval for appointment of Mr. Sumit Bose, IAS (Retd.), as ID on the Board of Company Mr. Sumit Bose was appointed ID on January 11, 2023.</p> <p>The Company has also applied to Securities Exchange Board of India (SEBI) on January 24, 2024 for condonation of Non-Compliance with respect to eligibility criteria of 50% of Independent Director in the Board. The said letter was acceded by SEBI.</p>	
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**For MMJB & Associates LLP
Company Secretaries**

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Date: 2024.05.27
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**Deepti Kulkarni
Designated Partner
Membership No.: A34733
CP. No. 22502
PR. No. 2826/2022
UDIN: A034733F000452700**

**Date: May 27, 2024
Place: Mumbai**