Date: 14th July, 2026

Corporate Relations Department **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	**The Listing Department** **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Ref.: Scrip Code: 543385; Scrip ID/Symbol: NHIT

Sub: 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 the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, read with Para 20.1 of SEBI Master Circular bearing reference no. SEBI/HO/DDHS-PoD- 2/P/CIR/2025/102 dated 11th July, 2025 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, 2026, is enclosed herewith.

You are requested to take the same on your record.

Sincerely,

For National Highways Infra Investment Managers Private Limited
(Acting as an Investment Manager to National Highways Infra Trust)

GUNJAN SINGH
Digitally signed by GUNJAN SINGH
Date: 2026.07.14 17:42:26 +05'30'

Gunjan Singh
Company Secretary and Compliance Officer

Enclosed: 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 Managers Private Limited
3. Quarter ending – June 30, 2026

I. Composition of Board of Directors of the Investment Manager

Title (Mr. / Ms.)	Name of the Director	PAN[$] & DIN	Category (Chairperson / Non-Independent / Independent / Nominee)[&]	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	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[#]	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)*

										(Refer Regulation 26G of InvIT Regulations)	
Mr.	RAKSHIT JAIN	06858141	Executive Director- MD- CEO	09-05-2025	-	-	-	1	0	1	0
Mr.	PRADEEP SINGH KHAROLA	05347746	Independent Director	14-12-2021	14-12-2021	-	54.18	1	1	2	2
Mr.	SUMIT BOSE	03340616	Independent Director	11-01-2023	11-01-2023	-	41.21	4	4	9	4
Mr.	NETI RAVI VIJAY VENKAT MURALI KRISHNA RAJENDRA KUMAR	09494456	Nominee Director	23-03-2022	-	-	-	3	0	3	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	Independent Director	16-04-2024	16-04-2024	-	26.16	2	2	4	1
Mr.	SANJAY PRASAD	08222358	Independent Director	27-11-2025	-	-	7.05	1	1	2	0
Mr.	ADUTHURAI KRISHNAMURTHI SWAMINATHAN	11391792	Independent Director	27-11-2025	-	-	7.05	1	1	0	0
Mr.	HARDIK BHADRIK SHAH	06648474	Unitholders Nominee Director	17-04-2026	-	-	-	3	0	0	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 upto their period of association as director on the Board. For the purpose of counting Number of Directorship and Independent Directorship in listed entities, the equity listed entities, debt listed entities and Managers / Investment Managers of REIT / InvIT, including this Investment Manager is considered.
As per Regulation 26G of SEBI (Infrastructure Investment Trust) 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, public limited companies and High Value Debt Listed Entities (HVDLE) are considered and Committee Positions in Private Limited Companies, foreign companies 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	Yes	PRADEEP SINGH KHAROLA	Chairperson-Independent Director	08-01-2024 (appointed as a Chairperson) 14-02-2022 (Initial date of appointment as member)	-
		SUMIT BOSE	Member- Independent Director	18-10-2023	-
		NETI RAVI VIJAY VENKAT MURALI KRISHNA RAJENDRA KUMAR	Member- Nominee Director	23-03-2022	-
		USHA RAO MONARI	Member- Independent Director	06-11-2025	-
		PUSHKAR VIJAY KULKARNI	Member- Unitholder Nominee Director	27-01-2026	-
		SANJAY PRASAD	Member- Independent Director	27.01.2026	-
2. Nomination & Remuneration Committee	Yes	SUMIT BOSE	Chairman- Independent Director	06-11-2025 (appointed as a Chairperson) 09-03-2023 (Initial date of appointment as member)	-
		PRADEEP SINGH KHAROLA	Member- Independent Director	30-06-2023	-
		USHA RAO MONARI	Member- Independent Director	27-05-2024	-

		PUSHKAR VIJAY KULKARNI	Member- Unitholder Nominee Director	28-05-2025	-
		DEBAPRATIM HAJARA	Member- Unitholder Nominee Director	27-01-2026	-
		ADUTHURAI KRISHNAMURTHI SWAMINATHAN	Member- Independent Director	27-01-2026	-
3. Risk Management Committee	Yes	ADUTHURAI KRISHNAMURTHI SWAMINATHAN	Chairman- Independent Director	27-01-2026	-
		PRADEEP SINGH KHAROLA	Member - Independent Director	27-01-2026 (Continue as a Member) 09-03-2023 (Initial date of appointment as Chairperson)	-
		SUMIT BOSE	Member- Independent Director	09-03-2023	-
		PUSHKAR VIJAY KULKARNI	Member- Unitholder Nominee Director	08-11-2023	-
		DEBAPRATIM HAJARA	Member- Unitholder Nominee Director	08-11-2023	-
4. Stakeholders Relationship Committee	Yes	PRADEEP SINGH KHAROLA	Chairman- Independent Director	06-11-2025	-
		PUSHKAR VIJAY KULKARNI	Member- Unitholder Nominee Director	08-11-2023	-
		DEBAPRATIM HAJARA	Member- Unitholder Nominee Director	08-11-2023	-
		RAKSHIT JAIN	Member - Executive Director - MD/CEO	28-05-2025	
		SANJAY PRASAD	Member- Independent Director	27.01.2026	-
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 VIJAY KULKARNI	Member- Unitholder Nominee Director	24-07-2024	-

		DEBAPRATIM HAJARA	Member- Unitholder Nominee Director	24-07-2024	-
		ADUTHURAI KRISHNAMURTHI SWAMINATHAN	Member- Independent Director	27-01-2026	-

[&]*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)***
27-01-2026	-	Yes	8	5	-
02-02-2026	-	Yes	8	5	5
12-02-2026	-	Yes	8	5	9
16-03-2026	-	Yes	6	4	31
19-03-2026	-	Yes	6	4	2
23-03-2026	-	Yes	8	5	3
24-03-2026	-	Yes	7	4	0
-	13-05-2026	Yes	9	4	49

** 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)* ****
Audit Committee					
-	Yes	6	4	27-01-2026	-
-	Yes	5	4	02-02-2026	5
-	Yes	5	4	12-02-2026	9
-	Yes	5	4	16-03-2026	31
-	Yes	5	3	19-03-2026	2
-	Yes	5	4	23-03-2026	3
-	Yes	4	3	24-03-2026	0
20-04-2026	Yes	4	3	-	26
13-05-2026	Yes	5	3	-	22
Nomination and Remuneration Committee					
-	Yes	5	4	12-02-2026	-

30-04-2026	Yes	6	4	-	76
13-05-2026	Yes	5	3	-	12
Stakeholders Relationship Committee					
-	Yes	4	2	02-03-2026	-
13-05-2026	Yes	4	2	-	71
Risk Management Committee					
02-04-2026	Yes	4	3	-	-
No Meeting was held in the previous quarter					
Sustainability and Safety Committee					
29-06-2026	Yes	5	3	-	-
No Meeting was held in the previous quarter					

***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, the report for the quarter ended 31st March, 2026 has been placed before the Board of Directors in their meeting held on 13th May, 2026 and no comments/ observations were given by the Board of Directors.**

For National Highways Infra Investment Managers Private Limited
(Acting as an Investment Manager to National Highways Infra Trust)

GUNJAN SINGH
Digitally signed by GUNJAN SINGH
Date: 2026.07.14 17:42:56 +05'30'

Gunjan Singh
Company Secretary and Compliance Officer