

Date: 17th April, 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
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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 31st March, 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
Company Secretary and Compliance Officer

Enclosed: As above

											(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	-	51.18	1	1	2	2	
Mr.	SUMIT BOSE	03340616	Independent Director	11-01-2023	11-01-2023	-	38.21	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	-	23.16	2	2	4	1	
Mr.	SANJAY PRASAD	08222358	Independent Director	27-11-2025	-	-	4.05	1	1	2	0	
Mr.	ADUTHURAI KRISHNAMURTHI SWAMINATHAN	11391792	Independent Director	27-11-2025	-	-	4.05	1	1	0	0	

Whether Regular chairperson appointed – No

Whether Chairperson is related to Managing director or CEO – No

\$SPAN 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.

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	-
		USHA RAO MONARI	Member- Independent Director	27-05-2024	27.01.2026
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

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
06-11-2025	-	Yes	5	2	-
13-11-2025	-	Yes	5	3	6
24-11-2025	-	Yes	5	3	10
-	27-01-2026	Yes	8	5	63
-	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

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days) **</i>
Audit Committee					
-	Yes	5	4	07-10-2025	
-	Yes	6	4	15-10-2025	7
-	Yes	6	4	18-10-2025 [#]	2
-	Yes	3	3	06-11-2025	18
-	Yes	4	3	13-11-2025	6
-	Yes	4	3	24-11-2025	10

27-01-2026	Yes	6	4	-	63
02-02-2026	Yes	5	4	-	5
12-02-2026	Yes	5	4	-	9
16-03-2026	Yes	5	4	-	31
19-03-2026	Yes	5	3	-	2
23-03-2026	Yes	5	4	-	3
24-03-2026	Yes	4	3	-	0
Nomination and Remuneration Committee					
-	Yes	4	3	12-11-2025	
-	Yes	3	3	24-11-2025	11
-	Yes	4	3	22-12-2025	27
12-02-2026	Yes	5	4	-	51
Stakeholders Relationship Committee					
-	Yes	3	1	13-11-2025	
02-03-2026	Yes	4	2	-	108
Risk Management Committee					
-	Yes	4	2	10-10-2025	
No Meeting was held in the current quarter					
Sustainability and Safety Committee					
No Meeting was held in the previous and current 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.*

#This meeting is an adjourned meeting originally convened on 15 October 2025.

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

**Gunjan Singh
Company Secretary and Compliance Officer**

ANNEX II

I. Disclosure on website of InvIT in terms of SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025		
Item	Compliance status (Yes/No/NA) ^{refer} note below	If Yes provide link to website. If No / NA provide reasons
a) Details of business	Yes	https://nhit.co.in/about-us/
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	https://nhit.co.in/reports/
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	https://nhit.co.in/investor-services/
d) Email ID for grievance redressal and other relevant details	Yes	https://nhit.co.in/investor-services/
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units	Yes	https://nhit.co.in/reports/#tab_68009e3f0c447
f) All information and reports including compliance reports filed by InvIT with respect to units	Yes	https://nhit.co.in/reports/#tab_68009e3f0c447
g) All intimations and announcements made by InvIT to the stock exchanges	Yes	https://nhit.co.in/reports/#tab_68009e3f0c447
h) All complaints including SCORES complaints received by the InvIT	Yes	https://nhit.co.in/reports/#tab_67ec019a410fa
i) Any other information which may be relevant for the investors	Yes	https://nhit.co.in/reports/
<i>It is certified that these contents on the website of the InvIT are correct.</i>		

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	2(1)(saa)	Yes
<i>Board composition</i>	4(2)(e)(v), 26G, 26H(1)	Yes
<i>Meeting of board of directors</i>	26G	Yes
<i>Quorum of board meeting</i>	26H(2)	Yes
<i>Review of Compliance Reports</i>	26H(3)	Yes
<i>Plans for orderly succession for Appointments</i>	26G	Yes
<i>Code of Conduct</i>	26G	Yes
<i>Minimum Information</i>	26H(4)	Yes
<i>Compliance Certificate</i>	26H(5)	Yes
<i>Risk Assessment & Management</i>	26G	Yes
<i>Performance Evaluation of Independent Directors</i>	26G	Yes
<i>Recommendation of Board</i>	26H(6)	Yes
<i>Composition of Audit Committee</i>	26G	Yes
<i>Meeting of Audit Committee</i>	26G	Yes
<i>Composition of Nomination & Remuneration Committee</i>	26G	Yes
<i>Quorum of Nomination and Remuneration Committee Meeting</i>	26G	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	26G	Yes
<i>Composition of Stakeholder Relationship Committee</i>	26G	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	26G	Yes
<i>Composition and role of Risk Management Committee</i>	26G	Yes
<i>Meeting of Risk Management Committee</i>	26G	Yes
<i>Vigil Mechanism</i>	26I	Yes
<i>Approval for related party Transactions</i>	19(3), 22(4)(a)	NA However, requisite approval from the Audit Committee and Board has been duly taken
<i>Disclosure of related party transactions</i>	19(2)	Yes

<i>Annual Secretarial Compliance Report</i>	<i>26J</i>	<i>Yes</i>
<i>Alternate Director to Independent Director</i>	<i>26G</i>	<i>NA</i>
<i>Maximum Tenure of Independent Director</i>	<i>26G</i>	<i>Yes</i>
<i>Meeting of independent directors</i>	<i>26G</i>	<i>Yes</i>
<i>Familiarization of independent directors</i>	<i>26G</i>	<i>Yes</i>
<i>Declaration from Independent Director</i>	<i>26G</i>	<i>Yes</i>
<i>Directors and Officers insurance</i>	<i>26G</i>	<i>Yes</i>
<i>Memberships in Committees</i>	<i>26G</i>	<i>Yes</i>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	<i>26G</i>	<i>Yes</i>
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26G</i>	<i>Yes</i>
Note		
<p>1 <i>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of InvIT Regulations, "Yes" may be indicated. Similarly, in case the InvIT has no related party transactions, the words "N.A." may be indicated.</i></p> <p>2 <i>If status is "No" details of non-compliance may be given here.</i></p> <p>3 <i>If the investment manager would like to provide any other information the same may be indicated here.</i></p>		

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

**Gunjan Singh
Company Secretary and Compliance Officer**

ANNEX III

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No /NA) <small>refer note below</small>
Copy of annual report of the InvIT including balance sheet, profit and loss account, governance report, secretarial compliance report displayed on Website	26J, 26K and this Master Circular	Yes The Annual Report of the InvIT for the preceding FYs including balance sheet, profit and loss account is displayed on the website. Further, the Annual Report of the InvIT including balance sheet, profit and loss account, governance report, secretarial compliance report for the FY 2025-26 will be displayed on the website upon dispatch of the same to the Unitholders.
Presence of Chairperson of Audit Committee at the Annual Meeting of Unitholders	26G	Yes
Presence of Chairperson of the nomination and remuneration committee at the Annual Meeting of Unitholders	26G	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the Annual Meeting of Unitholders	26G	Yes
Whether “Governance Report” and “Secretarial Compliance Report” disclosed in Annual Report of the InvIT	26J and 26K	Yes Governance Report and Secretarial Compliance Report forms part of the annual report. The Annual report of the InvIT including governance report and secretarial compliance report for the preceding FYs is displayed on the website. Further, the Annual Report of the InvIT including governance report, secretarial compliance report for the FY 2025-26 will be displayed on the

		website upon dispatch of the same to the Unitholders.
Note <i>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. 2 If status is "No" details of non-compliance may be given here. 3 If the investment manager would like to provide any other information the same may be indicated here.</i>		

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

**Gunjan Singh
Company Secretary and Compliance Officer**