

NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

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

Tel: 011-25076536, FAX: 011-25076536. Email: nhiimpl@nhai.org

CIN: [U65929DL2020GOI366835](#)

July 19, 2023

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 for the quarter ended June 30, 2023, is attached herewith.

Kindly take the same on your record.

Thanking you,

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: 2023.07.19
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Gunjan Singh
Company Secretary and Compliance Officer

Place: Delhi

Encl: As above

										(Refer Regulation 26G of InvIT Regulations)	(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		32.11	1	1	1	0
Mr	SHAILENDRA NARAIN ROY	02144836	Independent Director	20-10-2020	20-10-2020		32.11	1	1	2	1
Mr	PRADEEP SINGH KHAROLA	05347746	Independent Director	14-12-2021	14-12-2021		18.17	1	1	1	0
Mr	SUMIT BOSE	03340616	Independent Director	11-01-2023	11-01-2023		5.20	5	5	7	3
Mr	NETI RAVI VIJAY VENKAT MURALI KRISHNA RAJENDRA KUMAR	09494456	Nominee Director	23-03-2022				1	0	1	0
Mr	AMIT KUMAR GHOSH	01092172	Nominee Director	06-08-2021				1	0	1	0
Mr	BRUCE ROSS CRANE	08403603	Non-Independent Director	06-01-2023				1	0	1	0
Ms	KAVITA SAHA	03313543	Non-Independent Director	06-01-2023				1	0	2	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.*

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	SHAIENDRA NARAIN ROY	Member- Independent Director	09-03-2023	
		MAHAVIR PARSAD SHARMA	Member- Independent Director	03-02-2021	
		PRADEEP SINGH KHAROLA	Member- Independent Director	14-02-2022	
		NETI RAVI VIJAY VENKAT MURALI KRISHNA RAJENDRA KUMAR	Member- Nominee Director	23-03-2022	
		KAVITA SAHA	Member- Non-Independent Director	09-03-2023	
2. Nomination & Remuneration Committee	Yes	SHAIENDRA NARAIN ROY	Chairman- Independent Director	10-11-2020	
		AMIT KUMAR GHOSH	Member- Nominee Director	14-02-2022	30-06-2023
		MAHAVIR PARSAD SHARMA	Member- Independent Director	09-03-2023	
		SUMIT BOSE	Member- Independent Director	09-03-2023	
		BRUCE ROSS CRANE	Member- Non-Independent Director	09-03-2023	30-06-2023

		PRADEEP SINGH KHAROLA	Member- Independent Director	30-06-2023	
3. Risk Management Committee	Yes	PRADEEP SINGH KHAROLA	Chairman- Independent Director	09-03-2023	
		BRUCE ROSS CRANE	Member- Non Independent Director	09-03-2023	
		SUMIT BOSE	Member- Independent Director	09-03-2023	
		KAVITA SAHA	Member- Non Independent Director	09-03-2023	
		GEORGE MATHEW	Member- Non-Board Member (Chief Financial Officer)	09-03-2023	
4. Stakeholders Relationship Committee	Yes	SHAILENDRA NARAIN ROY	Chairman- Independent Director	03-02-2021	
		SURESH KRISHAN GOYAL	Member- Executive Director- MD/CEO	03-02-2021	
		AMIT KUMAR GHOSH	Member- Nominee Director	14-02-2022	
		BRUCE ROSS CRANE	Member- Non-Independent Director	09-03-2023	
		KAVITA SAHA	Member- Non-Independent Director	09-03-2023	

[&]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)
23-01-2023					-
14-02-2023					21

20-02-2023					5
14-03-2023					21
	22-05-2023	Yes	9	4	68

** 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					
				14-02-2023	-
				20-02-2023	21
				14-03-2023	5
22-05-2023	Yes	5	3		68
Nomination and Remuneration Committee					
				14-03-2023	
22-05-2023	Yes	5	3		
Stakeholders Relationship Committee					
				14-03-2023	
28-06-2023	Yes	4	1		
Risk Management Committee					
28-06-2023	Yes	4	2		NA

** to be filled in only for the current quarter meetings. -*

***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. – No*
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

* National Highways Infra Investment Manager Private Limited (Investment Manager of National Highways Infra Trust (“Trust”)) had applied to SEBI on May 23, 2023, for an extension from compliance with the appointment of Independent Woman Director under Regulation 4(2)(e)(v) and Regulation 26(H)(1) of SEBI (Infrastructure Investment Trusts) Regulation, 2014 (“InvIT Regulations”). SEBI vide its letter dated June 15, 2023, has issued an acceptance letter for the extension from the appointment of Independent Women Director under the InvIT Regulations till July 31, 2023.

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GUNJAN SINGH
Date: 2023.07.19
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Gunjan Singh
Compliance Officer