

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: cs.nhim@nhai.org

CIN: U65929DL2020GOI366835

Date: 19th January, 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”) for the quarter ended 31st December, 2023, 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

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GUNJAN SINGH
SINGH Date: 2024.01.19
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Gunjan Singh
Company Secretary and Compliance Officer

Place: New Delhi

Encl: as above

										<i>Regulation 26G of InvIT Regulations)</i>	<i>(Refer Regulation 26G of InvIT Regulations)</i>
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		38.11	1	1	1	0
Mr	SHAILENDRA NARAIN ROY	02144836	Independent Director	20-10-2020	20-10-2020		38.11	1	1	2	1
Mr	PRADEEP SINGH KHAROLA	05347746	Independent Director	14-12-2021	14-12-2021		24.17	1	1	1	0
Mr	SUMIT BOSE	03340616	Independent Director	11-01-2023	11-01-2023		11.20	5	5	8	4
Mr	NETI RAVI VIJAY VENKAT MURALI KRISHNA RAJENDRA KUMAR	09494456	Nominee Director	23-03-2022				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	3	0
Mr	AMIT KUMAR GHOSH#	01092172	Nominee Director	06-08-2021		15-11-2023		1	0	1	0
Mr	BRUCE ROSS CRANE#	08403603	Non-Independent	06-01-2023		07-11-2023		2	0	1	0

			nt Director								
Ms	KAVITA SAHA#	03313543	Non-Independent Director	06-01-2023		08-11-2023		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.

Details are given up to their period of association as directors on the Board.

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#	SHAILENDRA 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	
		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	
		KAVITA SAHA	Member- Non-	09-03-2023	08-11-2023

			Independent Director		
2. Nomination & Remuneration Committee	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	
3. Risk Management Committee	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	
		BRUCE ROSS CRANE	Member- Non Independent Director	09-03-2023	07-11-2023
		KAVITA SAHA	Member- Non Independent Director	09-03-2023	08-11-2023
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	
		PUSHKAR KULKARNI	Member- Unitholder Nominee Director	08-11-2023	
		DEBAPRATIM HAJARA	Member- Unitholder Nominee Director	08-11-2023	

		AMIT KUMAR GHOSH	Member- Nominee Director	14-02-2022	15-11-2023
		BRUCE ROSS CRANE	Member- Non- Independent Director	09-03-2023	07-11-2023
		KAVITA SAHA	Member- Non- Independent Director	09-03-2023	08-11-2023

&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.

Mr. Pradeep Singh Kharola has been appointed as a Chairman of the Audit Committee on 8th January, 2024.

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>
11-08-2023		Yes	8	4	-
	18-10-2023	Yes	8	4	68
	08-11-2023	Yes	9	4	21
	09-11-2023#	Yes	7	4	1

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

The Board Meeting dated 8th November, 2023 was adjourned for 1 (one) Agenda Item and was resumed next day, 9th November, 2023.

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	3	11-08-2023	-
18-10-2023	Yes	6	4	-	68
08-11-2023	Yes	6	4	-	21

Nomination and Remuneration Committee					
	Yes	4	4	14-09-2023	
08-11-2023	Yes	4	4		55
Stakeholders Relationship Committee					
	Yes	5	1	14-09-2023	
08-11-2023	Yes	5	1		55
Risk Management Committee					
08-11-2023	Yes	5	2		-

* 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 (acting in its capacity as Investment Manager to the National Highways Infra Trust (“Trust”) had applied to SEBI on 23rd May, 2023, for an extension from compliance with the Regulation 4(2)(e)(v) and Regulation 26(H)(1) of SEBI (Infrastructure Investment Trusts) Regulation, 2014 (“InvIT Regulations”), which inter-alia provides for having half of the Board as Independent Directors and for the appointment of Women Independent Director on the Board of IM. Accordingly, the Sebi vide its letter dated 15th June, 2023, has issued an acceptance letter for the extension from the appointment of Women Independent Director under the aforementioned regulations of the InvIT Regulations till 31st July, 2023.*

NHIIMPL made further applications for extension of the exemption from compliance with the Regulation 4(2)(e)(v) and Regulation 26(H)(1) of SEBI InvIT Regulations vide letter dated 31st July 2023 and SEBI vide letter dated 8th August, 2023 accepted the request for extension and allowed relaxation from compliance upto 30th September, 2023.

NHIIMPL has further requested for extension vide letter dated 29th September, 2023 and email dated 16th October, 2023, and SEBI vide letter dated 20th October, 2023 accepted the request for extension and allowed relaxation till 15th November, 2023.

NHIIMPL has further requested for extension vide letter dated 14th November, 2023, and SEBI vide letter dated 29th November, 2023 accepted the request for extension and allowed relaxation till 15th January, 2024.

NHIIMPL has further requested for extension vide letter dated 15th January, 2024, till 15th February, 2024.

For National Highways Infra Trust

By Order of the Board

National Highways Infra Investment Managers Private Limited

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Gunjan Singh

Compliance Officer