



CODE OF CONDUCT

Adopted by the Board of Investment Manager on:	03.02.2021
Amended by the Board of Investment Manager on:	NA

CODE OF CONDUCT FOR NATIONAL HIGHWAYS INFRA TRUST

A. Preamble

The Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (the “**InvIT Regulations**”), prescribe that National Highways Infra Trust (the “**Trust**”) and the Sponsor, the Investment Manager, Trustee, Project Manager, the employees of the Trust, the Project SPV held by the Trust (together, the “**Parties to the Trust**”) and their respective employees shall at all times comply with the code of conduct (the “**Code**”), wherever applicable.

B. Accordingly, the Trust and the Parties to the Trust shall comply with the Code at all time, in accordance with the InvIT Regulations, for all matters for which they are dealing / acting on behalf of the Trust, including that:

1. the Trust and the Parties to the Trust shall conduct all affairs of the Trust in the interest of all the unitholders of the Trust (“**Unitholders**”);
2. the Trust and the Parties to the Trust shall make adequate, accurate, explicit and timely disclosure of relevant material information to all Unitholders, the stock exchanges and the Securities and Exchange Board of India (“**SEBI**”) in accordance with the InvIT Regulations and as may be specified by the stock exchanges from time to time;
3. the Trust and the Parties to the Trust shall try to avoid conflicts of interest, as far as possible, in managing the affairs of the Trust and keep the interest of all Unitholders paramount in all matters. In case such events cannot be avoided, it shall be ensured that appropriate disclosures are made to the Unitholders and they are fairly treated;
4. the Trust and Parties to the Trust shall ensure that fees charged by them with respect to activity of InvIT shall be fair and reasonable;
5. the Investment Manager shall carry out the business of the Trust and invest in accordance with the investment objectives (as disclosed in the preliminary placement memorandum, placement memorandum and the final placement memorandum, as applicable) and take investment decisions solely in the interest of Unitholders;
6. the Trust, the Parties to the Trust and any third party appointed by the Investment Manager shall not use any unethical means to sell, market or induce any person to buy units of the Trust and where a third party appointed by the Investment Manager fails to comply with this condition, the Investment Manager shall be held liable for the same;
7. the Trust and the Parties to the Trust shall maintain high standards of integrity and fairness in all their dealings and in the conduct of their business;
8. the Trust and the Parties to the Trust shall render at all times high standards of service, exercise due diligence, ensure proper care and exercise independent professional judgment; and
9. the Trust and the Parties to the Trust shall not make any exaggerated statement, whether oral or written, either about their qualifications or capabilities or experience.

C. In case of any discrepancy, the provisions of applicable law shall prevail over the provisions of this Code. Notwithstanding the above, this Code will stand amended to the extent of any change in applicable law, including any amendment to the InvIT Regulations, without any action from the Investment Manager or approval of the Unitholders of the Trust.

Adopted by the Board of Directors of National Highways Infra Investment Managers Private Limited on behalf of the Trust on 03rd February, 2021.