

**POLICY FOR DETERMINING MATERIALITY OF INFORMATION FOR PERIODIC
DISCLOSURES OF NATIONAL HIGHWAYS INFRA TRUST**

A. Preamble

This Policy for Determining Materiality of Information for Periodic Disclosures (the "**Policy**") aims to outline process and procedures for determining materiality of information in relation to periodic disclosures required to be made on the website of National Highways Infra Trust (the "**Trust**"), to the stock exchanges and to all stakeholders at large, in relation to the Trust. The purpose of the Policy is also to ensure that the Trust complies with Applicable Law¹, including 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(the "**InvIT Regulations**") the listing agreements to be entered into with the stock exchanges and the policy on unpublished price sensitive information and dealing in units of the Trust adopted by the board of directors of National Highways Infra Investment Managers Private Limited on behalf of the Trust on February 3, 2021 (the "**UPSI Policy**").

B. Material Event or Information

Any information concerning the Trust is considered material to the business and affairs of a Trust if (i) it results in, or would reasonably be expected to result in a significant change in the market price or value of units of the Trust; or (ii) if there is a substantial likelihood that a reasonable investor would consider it important in determining whether to buy, sell or hold, or engage in other transactions concerning the Trust's units; or (iii) the investor would consider important in making an investment decision.

C. Deemed Material Information

The following events and information shall be deemed to be material information and against which Trust shall not be required to apply the criteria for determining materiality of information:

- a) acquisition or disposal of any projects, directly or through any holding company or special purpose vehicle, value of which exceeds five per cent. of value of the Trust assets;
- b) additional borrowing, at the level of any holding company, special purpose vehicle or the Trust, exceeding 15% of the value of the Trust assets;
- c) additional issue of units by the Trust;
- d) details of any credit rating obtained by the Trust and any change in such rating;
- e) any issue which requires approval of the unitholders of the Trust ("**Unitholders**");
- f) any legal proceedings which may have a significant bearing on the functioning of the Trust and initiation or material update of any litigation in relation to the Trust or any holding company or any special purpose vehicle of the Trust required to be disclosed under applicable law;
- g) notices and results of meetings of Unitholders;
- h) any instance of non-compliance with the InvIT Regulations including any breach of limits specified under the InvIT Regulations by the Trust or any Parties to the Trust;
- i) financials results for each quarter or half yearly or annual, as the case may be, within such time as prescribed by SEBI or under any Applicable Law;
- j) all related party transactions of an InvIT shall be disclosed to the stock exchanges and unitholders periodically in accordance with the listing agreement and the InvIT Regulations;
- k) with respect to any related party transaction, details of any fees or commissions received or to be received by such related party(ies) shall be adequately disclosed to the stock exchanges;
- l) valuation reports received by the Investment Manager shall be submitted by the Investment Manager to the stock exchanges within 15 days from the receipt of such valuation reports;

¹ "Applicable Law" shall mean the laws having jurisdiction over the matter in question, including all applicable statutes, enactments, acts of legislature, ordinances, rules, bye-laws, regulations, notifications, decrees, arbitral award, consents, directions, directives, orders or regulations or other governmental or regulatory restrictions or conditions, or any similar form of decision of, or determination by, any governmental authorities, including the Securities and Exchange Board of India, whether in effect as of the date of adoption of this policy or thereafter, including but not limited to the InvIT Regulations.

- m) the Investment Manager shall submit an annual report to all unitholders electronically or by physical copies and to the stock exchanges within three months from the end of the financial year, or as may be stipulated;
- n) the Investment Manager shall submit a half-yearly report to the stock exchanges within 45 days from the end of the half year ending September 30;
- o) the Trust and parties to the Trust shall make adequate, accurate, explicit and timely disclosure of relevant material information to all unitholders, stock exchanges and SEBI in accordance with the InvIT Regulations, listing agreement and as may be specified by the stock exchanges from time to time;
- p) any material issue that in the opinion of the Investment Manager or Trustee needs to be disclosed to the Unitholders; declaration or recommendation of distribution;
- q) proposal for buy back of units;
- r) issue of debt securities by the Trust;
- s) proposal for voluntary delisting from the stock exchanges;
- t) proposal for winding up of the Trust;
- u) changes in the sponsor, trustee, investment manager, project manager, auditors or valuer or the Compliance Officer;
- v) in case of resignation of the auditor, detailed reasons for resignation of the auditor, as given by the said auditor shall be disclosed by the Trust to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor;
- w) in case of resignation of an independent director of the investment manager, disclosure of (i) detailed reasons for the resignation as given by the said director; and (ii) disclosure of a confirmation provided by such independent director that there are no other material reasons other than those provided;
- x) debt restructuring, rescheduling of loans or any change in payment terms in accordance with any statutory or regulatory laws as applicable by the Trust;
- y) one time settlement with a bank;
- z) any material amendment to the indenture of trust (Trust Deed) or investment management agreement or project implementation and management agreement;
- aa) entering into any material agreement not in the ordinary course of business and any amendments to such material agreements;
- bb) discontinuation of RTA;
- cc) any change in investment strategy from the last disclosed investment strategy along with the reasons for the same and any change to the existing right of first refusal or offer granted to Trust; and
- dd) frauds and defaults by any of the parties to the Trust (other than as set out in item (h) above), based on their respective materiality policies, if any.

The Investment Manager and/or the Trustee shall provide to Securities and Exchange Board of India ("SEBI") and to the stock exchanges, where applicable, such information as may be sought by SEBI or by the stock exchanges pertaining to the activity of the Trust.

D. Materiality of information: The Trust shall consider following criteria for determination of materiality of events or information other than for the Deemed Material Information provided above:

- the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- in case where the criteria specified in sub clause (a) and (b) above are not applicable, an event or information may be treated as being material if it has a bearing of five per cent. of value of the Trust assets, other than events referred to in Clause D(b) above; or
- if in the opinion of the authorized person (as described in Clause G), of the Investment Manager and/or the Trustee, the event or information is considered material.

Events which shall be disclosed upon application of materiality criteria as stated above, are including, but not limited to the following:

- Agreements (including loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof;
- Disruption of operations of any one or more projects or a part thereof, of the Trust due to natural calamity (earthquake, flood, fire, etc.), force majeure or events including strikes, lockouts, etc.;

- Effect(s) arising out of change in the regulatory framework applicable to the Trust and any one or more projects of the Trust;
- Litigation(s) or dispute(s) or regulatory action(s) in accordance with Applicable Law;
- Giving of guarantees or indemnity or becoming a surety for any third party;
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals to the Trust, any related parties to the Trust and any one or more projects of the Trust.

The Trust shall also submit such information to the designated stock exchange(s) and Unitholders on a periodical basis as may be required under the listing agreements. Further, the Trust shall disclose all such information as may be specified by SEBI to the designated stock exchange(s), Unitholders and SEBI, in the manner as may be specified by SEBI.

E. General Provisions:

- The Investment Manager shall provide specific and adequate reply to all queries raised by stock exchanges with respect to any events or information;
- The Investment Manager may on its own initiative also, confirm or deny any reported event or information to stock exchanges;
- The Investment Manager shall make disclosures of event or information as specified by the Board of Directors or any committee thereof, in relation to the Trust, from time to time;
- The Investment Manager shall follow uniform and universal dissemination of information to avoid selective disclosure;
- While dealing with analysts or research persons or investors, the Investment Manager shall provide only information that is publicly available. Alternatively, the information given to analysts or research persons shall be simultaneously made public at the earliest; and
- The Investment Manager's employees shall handle all unpublished price sensitive information on a need to know basis in accordance with the UPSI Policy.

F. Timeline for disclosure of information:

- The Investment Manager shall first disclose to stock exchanges of all material events or information as soon as reasonably possible and within such time as may be prescribed by Applicable Law, including any prior intimation of a board or committee meeting in relation to any material events, as may be required under Applicable Law. In case the disclosure is made after such time as may be prescribed by Applicable Law, the Investment Manager shall, along with such disclosures provide an explanation for such delay;
- Any information shall be given first to the stock exchanges before providing the same to any third party;
- The Investment Manager shall, with respect to disclosures referred to in this policy make disclosures updating material developments on a regular basis, until such time the event is resolved or closed, with relevant explanations; and
- The Investment Manager shall disclose on the website of the Trust, all such events or information which has been disclosed to stock exchanges under this Policy, and such disclosures shall be hosted on the website of the Trust for a minimum period of five years and thereafter it shall be preserved in an archival folder of the Trust maintained offline until it is destroyed upon the expiry of the statutory period for the preservation of such documents.

G. Approval Process:

- (1) All disclosure or dissemination of any material or unpublished price sensitive information (save and except disclosure required to be made under any law or under this policy) on behalf of the Trust shall be first marked to the Chief Financial Officer or Compliance Officer, for approval. The Chief Financial Officer or Compliance Officer shall be severally authorised to determine materiality of an event or information, verifying or denying rumours and for making disclosure to the stock exchanges and on the Trust website. Any such information shall be made public or published on behalf of the Trust only if the same is approved by the Chief Financial Officer or Compliance Officer.

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- (2) The Compliance Officer shall be authorised to make the disclosure of any material or unpublished price sensitive information duly approved by the Chief Financial Officer or Compliance Officer, to the stock exchanges, media, or the Trust's website. The contact details of the Compliance Officer shall be disclosed to the stock exchanges and on the Trust website.
 - (3) The Chief Financial Officer or Compliance Officer shall also make an appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities. Other employees of the Investment Manager and representatives of the Investment Manager receiving any inquiries from the investment community shall not respond to such inquiries other than to refer the inquirer to the Chief Financial Officer or Compliance Officer.
- H. **Unintentional or Inadvertent Disclosure:** If an employee of the Investment Manager makes an accidental or unintentional disclosure of unpublished material or price sensitive information or any disclosure that is not in accordance with this Policy, the employee of the Investment Manager must immediately notify the Chief Financial Officer or Compliance Officer of this incident. The Investment Manager shall forthwith take steps in accordance with the UPSI Policy in case of unpublished price sensitive information to ensure that the same is disclosed to the stock exchanges immediately and/or issue a press release to fully disclose this information.
- I. **Public disclosure of forward looking information:**
- (1) All public disclosures of forward-looking information, including projections of future earnings or operational performance, shall be accompanied by appropriate disclaimers. All public disclosures of forward-looking information must be approved by one or more of the following: Chief Financial Officer or Compliance Officer. Once approved, the forward-looking information may be communicated to the public by the Compliance Officer.
 - (2) Except to the extent required by Applicable Law, the Investment Manager shall not undertake any obligation to update any forward looking information, and the Investment Manager will not respond, except by means of an appropriate public disclosure as provided in this Policy, to any inquiries or rumours seeking reaffirmation of such information at any date subsequent to the date that such information was originally provided.
- J. **Conflict with Applicable Law:** The Policy shall not contradict with the provisions of any Applicable Law. In case of any discrepancy, the provisions of Applicable Law shall prevail over the provisions of this Policy.
- K. Notwithstanding the above, this Policy 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 February 3, 2021 and amended on September 27, 2021.

Certified True Copy



Authorised Signatory

Name: **MATHEW GEORGE**

Designation: **CFO, NHII MPL**