Dated: 22.05.2025

Dear Unitholder,

Subject: <u>Deduction of tax at source on distributions under relevant sections of the Income-tax Act, 1961 (as amended by the Finance Act, 2025 and applicable for distribution for the quarter ending 31st March, 2025)</u>

This is to notify the Unitholders of the applicable rates of Tax Deduction at Source ('TDS') or withholding tax ('WHT') rates under the Income Tax Act, 1961 ('the Act') for financial year ('FY') 2025-26, in respect of distributions to be made by National Highways Infra Trust ('NHIT').

In this regard, please note that as per the details maintained in the Register of Beneficial Ownership ('Benpos') by the Depositories the Depositories (National Securities Depositories Ltd 'NSDL'/ Central Depositories Services India Ltd 'CDSL') or Registrar and Transfer Agent (Kfin Technologies Private Limited), we understand that your residential status for Income Tax purpose is **'Non-Resident'**. However, the tax status for the purpose of withholding tax is subject to furnishing of declaration of tax residency for relevant financial year as per the format attached as **Appendix 1** on or before **27.05.2025.**

We have tabulated below a brief summary on the WHT implications applicable in case of Non-resident Unitholders on the different streams of income distributed by NHIT:

Nature of income distributed	Tax implications on distribution
Interest income	Tax will be deducted at 5% (plus applicable surcharge and cess) under the provisions of section 194LBA of the Act where tax residency declaration as per **Appendix 1** is provided for FY 2025-26. Where no declaration is provided on or before the timeline as specified below, withholding tax rate of 10% will apply.
Dividend income	<u>Exempt dividend:</u> No tax is deductible on dividend paid as per the provisions of section 194LBA of the Act, where dividend has been received by NHIT from an SPV (which has not opted for the tax regime under section 115BAA of the Act) and distributed to the unitholders. <u>Taxable dividend:</u> Tax is deductible at 10% (plus applicable surcharge and cess) under the provisions of Section 194LBA of the Act, where dividend has been received by NHIT from an SPV (which has opted for the tax regime under section 115BAA of the Act) and distributed to the unitholders.
Other Income	No tax is deductible on any other income earned by NHIT, and which is taxable in the hands of NHIT, i.e., Treasury Income (such as interest on fixed deposits mutual funds, capital gains etc.)
Specified sum (refer note 1 and note 2 below)	Tax rates as may be applicable under the provisions of Section 195 of the Act (inclusive of applicable surcharge and cess)

<u>Note 1:</u> Distributions by NHIT in the nature of Repayment of SPV debt can be considered as specified sum for the purpose of section 56(2)(xii) of the Act

<u>Note 2:</u> Computation of "specified sum" shall be the result of 'A-B-C' where:
'A' = Cumulative distribution made by trust till date excluding the amount distributed in the nature of dividend, interest or rental income or any amount taxed/taxable in the hands of NHIT
'B' = Issue price of such units
'C' = Amount charged to tax under this provision in earlier years

Specified sum shall be deemed to be zero if 'A-B-C' results in negative value.

As per the provisions of the Act, in case of Non-Resident Indian ('NRI') Unitholders, withholding rate of 5% (plus applicable surcharge and cess) on the amount of interest,10% (plus applicable surcharge and cess) on the amount of taxable dividend is applicable under section 194LBA and at applicable tax rates (plus applicable surcharge and cess) as per section 195 on amount distributed as specified sum (Repayment of SPV Debt) by NHIT during FY 2025-26. The same is applicable provided Permanent Account Number ('PAN') is available as per the records of Depositories. Where PAN is not available or is invalid, withholding shall be done at higher rate of the following rates in accordance with section 206AA of the Act.

(i) at the rate specified in section 194LBA and section 195 of the Act; or
(ii) at the rate or rates in force; or
(iii) at the rate of 20%

Rate of applicable surcharge shall be determined based on estimated total income[1] of a NRI Unitholder in India for the relevant financial year and therefore, the NRI Unitholders are also required to provide declaration of income for the relevant financial year as a part of the declaration format attached as **Appendix 1** so that taxes may be withheld appropriately. In case no income declaration is made in this respect, taxes would be deducted at the highest applicable surcharge rate. Surcharge rates applicable for NRI Unitholders is as under:

Category of Non-Resident Unit Holder	Applicable surcharge rate Estimated Total Income[2] in India for the relevant financial year (In INR)	Surcharge rate
Individuals (Old Regime)	▶ Upto INR 50 lakhs ▶ exceeds INR 50 lakhs but does not exceed INR 1 crore ▶ exceeds INR 1 crore but does not exceed INR 2 crores ▶ exceeds INR 2 crores but does not exceed 5 crores ▶ exceeds 5 crores	Nil 10% 15% 25% 37%
Individuals (New Regime)	▶ Upto INR 50 lakhs ▶ exceeds INR 50 lakhs but does not exceed INR 1 crore ▶ exceeds INR 1 crore but does not exceed INR 2 crores ▶ exceeds INR 2 crores	Nil 10% 15% 25%

Kindly note that the required declarations/ documents, as applicable, are to be emailed to NHIT at **nhit@nhit.co.in** on or before **27.05.2025.** Please note that in case the requisite declarations (including supporting documentary evidence) are not received as per the given timeline, withholding shall be done at 10% for distribution of interest, 10% (plus highest applicable surcharge and cess) for distributions of taxable dividend and at applicable tax rates (plus highest applicable surcharge and cess) for distributions as specified sum (Repayment of SPV Debt) made by NHIT, subject to section 206AA of the Act.

The declarations (if any) provided for current distribution shall be considered as valid for all subsequent distributions made by NHIT during the FY 2025-26 unless a revised declaration is provided by the unitholder at the time of subsequent distribution(s). Any change in details provided in the declaration should be intimated to NHIT immediately to enable NHIT to withhold taxes appropriately. The revised declaration would replace the former declaration, and taxes would be withheld accordingly.

Any shortfall in deduction arising on account of change in details of declaration would be made good in the subsequent quarter(s). In case of any such revision in amount of taxes deposited, revised TDS certificate shall also be issued by NHIT (as may be applicable). However, the Unitholder shall indemnify NHIT for any tax, interest or penalty arising out of short deduction and shall pay such additional tax, interest or penalty, as the case may be, to NHIT.

Further, any excess deduction will not be refunded, and the unitholder may file a return of income and claim a refund for the same.

Where no declaration is submitted by the unitholder, unitholders holding units under **multiple accounts** under different status/ category and single PAN, may note that, higher of the tax as applicable to the status in which units held under a PAN will be considered on their entire holding in different accounts.

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[1] *As per Section 5 of the Act*

Distribution of Buy Back proceeds

The Finance (No. 2) Act, 2024 has eliminated the Buyback Distribution Tax, and with effect from 1st October 2024, the proceeds from buy-back will be considered as deemed dividends for shareholders under section 2(22)(f) of the Act. This deemed dividend will be treated in the same manner as distributions made by trusts in the nature of dividends.

Since NHIT has not distributed any buy-back proceeds, there is no specific guidance provided on the treatment of such proceeds above.

Nil or lower withholding tax certificates

NHIT may consider nil/ lower WHT certificate obtained in accordance with provisions of section 197 of the Act which are valid for distributions from 1 April 2025 to 31 March 2026, while determining WHT liability for distributions made by NHIT.

Unitholders are requested to furnish Nil/ lower WHT certificates as may be applicable in respect of any distribution by NHIT.

Transfer of credit of taxes deducted to any other person(s) in whose hands income is assessable

As per section 199 of the Act, credit for tax, deducted at source and paid to the Central Government in accordance with the provisions of the Act, shall be given to the registered unitholder based on details of deduction of tax by NHIT as furnished to the income-tax authority.

Where, under any provisions of the Act, the whole or any part of the income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, the credit of whole or any part of TDS, as the case may be shall be given in name of the other person based on declaration furnished by the registered unitholder to this effect. This is provided as per Rule 37BA(2) of the Income Tax Rules, 1962.

Accordingly, in case the unitholder is holding the units of the NHIT on behalf of another person (‘Declared Person’) in whose hands the income is assessable, then the unitholder must provide the following to enable NHIT to report the tax deduction in the name of such other person:

- Declaration to be given as per **Appendix 2**; and
- Attested copy of PAN of the Unitholder and the Declared Person to whom credit for taxes is to be provided.

Declaration shared after **27.05.2025** shall not be taken into consideration for transfer of credit of taxes deducted.

TDS certificates

Please note that the same will be shared with the Unitholders at their email IDs registered with CDSL/ NSDL by our Registrar and Transfer Agent.

Mode of payment

Distributions to all NRI unitholders will be payable **in Indian Rupees only** and will be net of bank charges and/ or commission.

In case your bank account details with correct account number, IFSC code etc. are not updated with your respective depository participant, we request you to get the same updated so the distribution amount can be remitted via normal banking channels such as NEFT/ RTGS/ NACH/ Direct Credit etc. We also request you to get your email addresses registered/ updated with your respective depository participant for further communication, so all the notices, documents can be sent to your respective email addresses.

Frequently Asked Questions

A compilation of Frequently Asked Questions ('FAQs') on the Income-tax treatment on distribution of income by NHIT in the hands of the Unitholders under the Income- tax Act, 1961 is available on the NHIT's website www.nhit.co.in

Disclaimer

The information provided in this document sets out the tax provisions applicable to the unitholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of units, under the current income tax laws presently in force in India. It is not exhaustive or comprehensive and does not and should not be deemed to constitute legal, financial or tax advice. Investors are advised to consult their own consultants with respect to the tax implications/ consequences/ compliances.

The above addresses aspects only from an Indian income-tax law perspective and we have relied upon the provisions of the Income-tax Act, 1961 and the Income tax Rules, 1962 and applicable notifications/ circulars and administrative interpretations thereof, which are subject to change or modification by subsequent legislation or regulatory changes or administrative pronouncements or judicial decisions.

We look forward to your co-operation.

Thanking You,

Your faithfully,

For and on behalf of National Highways Investment Manager Private Limited
(in its capacity as Investment Manager to National Highways Infra Trust)

S/d
Authorised Signatory
(This is computer generated statement, hence, does not require signature)

Note: A copy of the above communication is available on the NHIT's website www.nhit.co.in.