

Date: February 02, 2024

Listing Compliance Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	The Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
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Ref: Scrip Code: 543385; Scrip ID/Symbol: NHIT

Subject: Proceedings of the Third Extra-Ordinary Meeting of the Unitholders of National Highways Infra Trust

Dear Sir/Madam,

We, National Highways Infra Investment Managers Private Limited, the Investment Manager of National Highways Infra Trust (“NHIT”), hereby submit the proceedings of the business transacted at the Third Extra-Ordinary Meeting (“EOM”) of the Unitholders of National Highways Infra Trust (NHIT) held on Friday, 2nd February, 2024 at 11:00 a.m. through Video Conferencing or Other Audio Visual Means, in compliance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) and SEBI circular bearing reference no. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated 12th January, 2023, read with previous circulars and in furtherance of the Notice to the Unitholders dated 8th January, 2024.

In connection with the same, please find the following:

- Summary of proceedings of the EOM attached and marked as **Annexure-A**.
- Combined voting results of the remote e-voting together with the e-voting conducted at EOM, attached and marked as **Annexure B**.
- The Scrutinizer’s Report dated 2nd February, 2024 attached and marked as **Annexure C**.

The voting results along with the scrutinizer’s report are also available on the website of NHIT (www.nhaiinvit.in) and the website of the Registrar and Share Transfer Agent i.e. KFin Technologies Limited. The recording of the EOM will also be available on the website of NHIT.

Request you to take note of the same.

Sincerely,

For National Highways Infra Trust

By Order of the Board

National Highways Infra Investment Managers Private Limited

**GUNJAN
SINGH**

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Company Secretary and Compliance Officer

Encl: As above

Summary of proceedings of the Extra-Ordinary Meeting

The 3rd Extra-Ordinary Meeting of National Highways Infra Trust (“NHIT”) was held on Friday, 02nd February 2024, through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of the Unitholders at a common venue, in compliance with Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) and SEBI Circular No SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated 12th January 2023, read with previous circulars issued in this regard from time to time by the Securities and Exchange Board of India (the “SEBI Circulars”).

Directors, KMPs and Leadership team present:

- | | |
|------------------------------|--|
| 1. Mr. Pradeep Singh Kharola | Independent Director |
| 2. Mr. Mahavir Parsad Sharma | Independent Director |
| 3. Ms. Gunjan Singh | Company Secretary and Compliance Officer |
| 4. Mr. Mathew George | Chief Financial Officer |
| 5. Mr. Shubhra Bhattacharya | Chief Operating Officer |
| 6. Mr. Anurag Jain | Chief Investment Officer |

Total **2 (Two)** unitholders were present for this Extra-Ordinary Meeting.

Ms. Gunjan Singh, Company Secretary and Compliance Officer welcomed all the Unitholders and informed the Unitholder(s) that the digital copy of the Notice along with the Policy of Qualifications and Criteria for the Appointment of the Unitholder Nominee Directors on the Board of the National Highways Infra Investment Managers Private Limited, draft amended and restated Investment Management Agreement and draft amended and restated Trust Deed has been sent to all the Unitholders whose e-mail addresses are registered with the Depositories/ NHIT for communication purposes and for Unitholders whose e-mail addresses are not registered, SMSs have been sent by KFin Technologies Limited wherever Mobile Numbers are available. She further informed that NHIT has tied up with KFin Technologies Limited to provide a facility for voting through remote e-voting, e-voting during the EOM, and participation in the EOM through VC / OAVM facility.

Mr Pradeep Singh Kharola was elected as the Chairman of the meeting and welcomed all the Unitholders and stated that in accordance with the SEBI Circulars, the third (3rd) EOM of NHA InvIT is being held through Video Conferencing.

Ms. Gunjan Singh, Company Secretary and Compliance Officer of the Company introduced the Board Members present through video conferencing from their respective locations, Key Managerial Personnel and the Leadership Team and further introduced Mr. Mahendra Singh Chouhan, Authorised Representatives of the IDBI Trusteeship Services Ltd acting as Trustee to the NHIT, Mr. Mohd. Azam Ansari, on behalf of M/s A.R. & Co, Chartered Accountants, Representative of Statutory Auditors of NHIT.

It was further informed to the Unitholders that the NHIT, in accordance with Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (the “InvIT Regulations”), had provided a facility to the Unitholders to exercise their votes on the resolutions

proposed in the notice dated 08th January 2024, through the remote e-voting facility. The Cut-off date for determining the voting rights of Unitholders entitled to participate in the voting process was Thursday, 25th January 2024. Further, the e-voting period remained open from 9.00 a.m. (IST) on Tuesday, 30th January 2024, till 05.00 p.m. (IST) on Thursday, 01st February 2024. He added that the facility for voting through the e-voting system is available during the Meeting and has been activated for Unitholders who had not cast their vote prior to the Meeting.

Further, the Unitholders were apprised that Mr. Omkar Dindorkar (Membership No.: A43029, COP: 24580), failing him, Ms. Deepti Kulkarni, (Membership No.: A34733, COP: 22502), Partners, MMJB & Associates LLP, Practicing Company Secretaries (ICSI Unique Code: L2020MH006700), has been appointed as the scrutinizer (“Scrutinizer”) for scrutinizing the process of remote e-voting held prior and e-voting during the EOM.

It was informed that the consolidated voting results along with Scrutinizer’s Report would be made available on the website of NHIT i.e. www.nhaiinvit.in and the website of the KFintech at <https://evoting.kfintech.com> not later than 48 hours of the conclusion of the meeting.

Thereafter, the Chairman called the meeting to order and the Extra-Ordinary Meeting Notice convening the meeting was taken as read.

The resolutions given in the said EOM Notice for approval of unitholders were briefed and queries from Unitholders present at the meeting were invited.

Thereafter, the question and answer session was opened. The Chairman along with the Management Team were available to take up all the queries of the unitholder(s) raised during the meeting however, no queries were raised by the unitholder(s) attending the meeting.

Thereafter, the following resolutions were transacted by the Unitholders:

Sr. No.	Resolutions
1	To consider, review, and approve the Policy of Qualifications and Criteria for the Appointment of the Unitholder Nominee Directors on the Board of the National Highways Infra Investment Managers Private Limited.
2	Amendment in Articles of Association of the National Highways Infra Investment Management Private Limited.
3	Amendment in Investment Management Agreement and Trust Deed.

The Chairman and Compliance Officer thanked all the Unitholders for their participation at the EOM. It was informed to the members that the e-voting process will continue for the next 15 minutes and will be disabled automatically and then declared the Meeting closed.

The meeting concluded at 11:45 (IST) after being opened for 15 minutes for e-voting to be completed.

Post completion of the EOM and after scrutiny of votes, the Scrutinizer submitted his report. As per the report submitted by the Scrutinizer considering the consolidated results of the remote e-voting

held prior to and e-voting during the EOM, all resolutions embodied in the Notice of EOM were passed with the requisite majority/special majority as required under the SEBI InvIT Regulations.

For **National Highways Infra Trust**

By Order of the Board

National Highways Infra Investment Managers Private Limited

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GUNJAN SINGH
N SINGH Date: 2024.02.02
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Gunjan Singh

Company Secretary and Compliance Officer

Combined Voting Result of EOM

Particulars	NHAI InvIT
Date of the EOM	02-02-2024
Total number of unitholders on the record date	136
No. of unitholders present in the meeting either in person or through proxy:	
Sponsor/ Project Manager and its associates	Not Applicable
Public	Not Applicable
No. of unitholders attended the meeting through Video Conferencing:	
Sponsor/ Project Manager and its associates	1
Public	1

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, City of Joy, JSD Road, Mulund - West, Mumbai – 400080, (T) 022- 21678100
LLPIN: AAR-9997

Consolidated Report of Scrutinizer on remote e-voting and electronic voting at the 3rd Extra-Ordinary Meeting (“EOM”) of the Unitholders of National Highways Infra Trust (hereinafter “NHIT”) held on Friday, 2nd February, 2024 at 11.00 A.M. (IST), through video conferencing (“VC”) /other audio-visual means (“OAVM”) in terms of applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (hereinafter InvIT Regulation) and circulars issued by SEBI from time to time.

To,
Ms. Gunjan Singh
Authorized Representative
National Highways Infra Investment Managers Private Limited
(acting as the Manager to NHIT) (“Manager”)

- A. I, Omkar Dindorkar, Designated Partner of M/s. MMJB & Associate LLP, Company Secretaries, appointed as Scrutinizer by the Manager at the Board Meeting held on 08th January 2024 to scrutinize the results of the following:
- (i) Remote e-voting process of NHIT
 - (ii) Electronic Voting at the EOM
- B. The Manager (on behalf of NHIT) has followed the procedure laid down under Regulation 22 of the InvIT Regulation, as amended, in relation to providing remote e-voting facility and voting at EOM.
- C. NHIT had availed the remote e-voting facility provided by Kfin for conducting the remote e-voting by the all unitholders The remote e-voting commenced on 30th January, 2024 at 09:00 A.M. (IST) and ended on 1st February, 2024 at 05:00 P.M. (IST) and the remote e-voting portal was blocked for voting thereafter.
- D. The Manager (on behalf of NHIT) had appointed KFin Technologies Limited (**herein after “Kfin”**) for conducting the e-voting by unitholders at the EOM. After the time fixed for closing of e-voting at EOM, voting was closed and votes cast were unblocked at around 12.00 Noon on 02nd February, 2024.

- E. NHIT had also provided the e-voting facility to the unitholders attending the EOM through VC/OAVM.
- F. The unitholders of NHIT holding units as on the “cut-off” date of Thursday, 25th January, 2024, were entitled to vote on the resolutions contained in the Notice of the EOM.
- G. On the basis of the votes exercised by the unitholders of NHIT by way of remote e-voting and e-voting at the EOM held on Friday, 02nd February, 2024, I have issued this report dated 02nd February, 2024.
- H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the EOM as **Annexure I**.

ANNEXURE I

Resolution on Item No. 1 - Resolution by way of simple majority (i.e. where the votes cast in favor of a resolution are required to be more than the votes cast against the resolution)

To consider, review and approve the Policy of Qualifications and Criteria for the Appointment of the Unitholder Nominee Directors on the Board of the National Highways Infra Investment Managers Private Limited.

Sr. No	Category	Mode of Voting	Total No. of Units Held	No. of votes polled	% of Votes Polled on outstanding Units	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1.	Sponsor(s)/ Sponsor Group	Remote E-Voting	11,52,02,600	11,52,02,600	100.0000	11,52,02,600	0	100.0000	0.0000
		E-Voting at EOM		0	0.0000	0	0	0.0000	0.0000
		Total		11,52,02,600	100.0000	11,52,02,600	0	100.0000	0.0000
2.	Public - Institutional holders	Remote E-Voting	7,70,73,400	7,35,60,260	95.4418	7,35,60,260	0	100.0000	0.0000
		E-Voting at EOM		0	0.0000	0	0	0.0000	0.0000
		Total		7,35,60,260	95.4418	7,35,60,260	0	100.0000	0.0000
3.	Public - Non Institutional holders	Remote E-Voting	53,41,29,200	39,44,02,600	73.8403	39,44,02,600	0	100.0000	0.0000
		E-Voting at EOM		0	0.0000	0	0	0.0000	0.0000
		Total		39,44,02,600	73.8403	39,44,02,600	0	100.0000	0.0000
Total			72,64,05,200	58,31,65,460	80.2810	58,31,65,460	0	100.0000	0.0000

(i) Votes in favour of the resolution

Mode	Number of unitholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	58,31,65,460	100.0000
Voting through electronic means at the EOM	0	0	0.0000
Total	13	58,31,65,460	100.0000

(ii) Votes against the resolution

Mode	Number of unitholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0.0000
Voting through electronic means at the EOM	0	0	0.0000
Total	0	0	0.0000

(iii) Invalid votes:

Mode	Total number of unitholders whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through electronic means at the EOM	0	0
Total	0	0

Resolution on Item No. 2 - Resolution by way of simple majority (i.e. where the votes cast in favor of a resolution are required to be more than the votes cast against the resolution)

Amendment in Articles of Association of the National Highways Infra Investment Management Private Limited.

Sr. No	Category	Mode of Voting	Total No. of Units Held	No. of votes polled	% of Votes Polled on outstanding Units	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1.	Sponsor(s)/ Sponsor Group	Remote E-Voting	11,52,02,600	0	0.0000	0	0	0.0000	0.0000
		E-Voting at EOM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
2.	Public - Institutional holders	Remote E-Voting	7,70,73,400	7,35,60,260	95.4418	7,35,60,260	0	100.0000	0.0000
		E-Voting at EOM		0	0.0000	0	0	0.0000	0.0000
		Total		7,35,60,260	95.4418	7,35,60,260	0	100.0000	0.0000
3.	Public - Non Institutional holders	Remote E-Voting	53,41,29,200	39,44,02,600	73.8403	39,44,02,600	0	100.0000	0.0000
		E-Voting at EOM		0	0.0000	0	0	0.0000	0.0000
		Total		39,44,02,600	73.8403	39,44,02,600	0	100.0000	0.0000
Total			72,64,05,200	46,79,62,860	64.4217	46,79,62,860	0	100.0000	0.0000

(i) Votes in favour of the resolution

Mode	Number of unitholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	46,79,62,860	100.0000
Voting through electronic means at the EOM	0	0	0.0000
Total	12	46,79,62,860	100.0000

(ii) Votes against the resolution

Mode	Number of unitholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0.0000
Voting through electronic means at the EOM	0	0	0.0000
Total	0	0	0.0000

(iii) Invalid votes:

Mode	Total number of unitholders whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through electronic means at the EOM	0	0
Total	0	0

Resolution on Item No. 3 - Resolution by way of simple majority (i.e. where the votes cast in favor of a resolution are required to be more than the votes cast against the resolution)

Amendment in Investment Management Agreement and Trust Deed

Sr. No	Category	Mode of Voting	Total No. of Units Held	No. of votes polled	% of Votes Polled on outstanding Units	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1.	Sponsor(s)/ Sponsor Group	Remote E-Voting	11,52,02,600	11,52,02,600	100.0000	11,52,02,600	0	100.0000	0.0000
		E-Voting at EOM		0	0.0000	0	0	0.0000	0.0000
		Total		11,52,02,600	100.0000	11,52,02,600	0	100.0000	0.0000
2.	Public - Institutional holders	Remote E-Voting	7,70,73,400	7,35,60,260	95.4418	7,35,60,260	0	100.0000	0.0000
		E-Voting at EOM		0	0.0000	0	0	0.0000	0.0000
		Total		7,35,60,260	95.4418	7,35,60,260	0	100.0000	0.0000
3.	Public - Non Institutional holders	Remote E-Voting	53,41,29,200	39,44,02,600	73.8403	39,44,02,600	0	100.0000	0.0000
		E-Voting at EOM		0	0.0000	0	0	0.0000	0.0000
		Total		39,44,02,600	73.8403	39,44,02,600	0	100.0000	0.0000
Total			72,64,05,200	58,31,65,460	80.2810	58,31,65,460	0	100.0000	0.0000

(i) Votes in favour of the resolution

Mode	Number of unitholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	58,31,65,460	100.0000
Voting through electronic means at the EOM	0	0	0.0000
Total	13	58,31,65,460	100.0000

(ii) Votes against the resolution

Mode	Number of unitholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0.0000
Voting through electronic means at the EOM	0	0	0.0000
Total	0	0	0.0000

(iii) Invalid votes:

Mode	Total number of unitholders whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through electronic means at the EOM	0	0
Total	0	0

I. It is to be noted that:

1. The votes cast does not include abstained votes.
2. All the aforesaid resolutions were passed with requisite majority.

**For MMJB & Associates LLP,
Company Secretaries**

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DINDORKAR

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Omkar Dindorkar
Designated Partner
ACS No. 43029
CP No. 24580
PR: 2826/2022
UDIN: A043029E003362840
Date: 02nd February, 2024
Place: Mumbai

**National Highways Infra Investment Managers Private
Limited (acting as the Manager to NHIT)**

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GUNJAN SINGH
Date: 2024.02.02
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Gunjan Singh
Company Secretary
Date: 02nd February, 2024
Place: Delhi