

NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

Registered Office: G-5 & 6, Sector-10, Dwarka, New Delhi– 110 075,

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CIN: [U65929DL2020GOI366835](#)

Date: October 10, 2022

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 and the Voting Result of the Second 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 (“NHA InvIT”), hereby submit the proceedings and voting results of the business transacted at the Second Extra-ordinary Meeting (“EOM”) of the Unitholders of NHA InvIT (“Unitholders”) held on Monday, October 10, 2022 at 11.00 a.m. through Video Conferencing or Other Audio Visual Means, in accordance with the SEBI circular bearing reference no. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 03, 2022 read with previous circulars and in furtherance of the Notice to the Unitholders dated September 18, 2022.

In connection with the same, please find the following:

- Summary of proceedings of the EOM are 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 October 10, 2022, is attached and marked as **Annexure-C**.

The voting result and the scrutinizer’s report are also available on the website of NHA InvIT i.e. www.nhaiinvit.in and the website of the KFin Technologies Limited at <https://evoting.kfintech.com>. The recorded transcript of the EOM will also be available on the website of NHA InvIT.

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

Company Secretary and Compliance Officer

Encl: As above

Summary of proceedings of the Extra-Ordinary Meeting

The Second EOM of NHAI InvIT was held on Monday, October 10, 2022, through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of the Unitholders at a common venue, in compliance with Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 and SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 22, 2020 and June 03, 2022 respectively issued by the Securities and Exchange Board of India (the “SEBI Circulars”).

Directors and KMPs present:

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

Total 5 (Five) members were present for this EOM.

Mr. Mahavir Parsad Sharma, was elected as the Chairman of the meeting and welcomed all the Unitholders and stated that in accordance with the SEBI Circulars, the Second EOM of NHAI InvIT is being held through Video Conferencing to avoid the physical gathering of Unitholders at a common venue. He further added that the digital copy of the Notice has been sent to all the Unitholders whose e-mail addresses are registered with the Depositories 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. He further informed that NHAI InvIT 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.

The Chairman informed the Unitholders that the NHAI InvIT, 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 September 18, 2022, 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 Monday, October 3, 2022. Further, the e-voting period remained open from 9.00 a.m. on Friday, October 07, 2022, till 05.00 p.m. on Sunday, October 09, 2022. 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. Makarand M. Joshi, (Membership No.: 5533, COP: 3662), failing him Ms. Kumudini Bhalerao (Membership No.: 6667, COP: 6690), Partners, Makarand M. Joshi & Co., Practicing Company Secretaries (ICSI Unique Code: P2009MH007000), has been appointed as the scrutinizer (“Scrutinizer”) for scrutinizing the process of remote e-voting held prior and e-voting during the EOM.

The Chairman informed the Unitholders that the consolidated voting results along with Scrutinizer’s Report would be made available on the website of NHAI InvIT 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, he introduced the Board Members, Key Managerial Personnel and the Leadership Team present through Video Conferencing from their respective locations.

The Chairman called the meeting to order and the EOM Notice convening the meeting was taken as read.

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

Thereafter, the following resolutions were transacted by the Unitholders:

Sr. No.	Resolutions
1	Approval for issuance of units of National Highways Infra Trust on a preferential basis.

The Chairman, thereafter, thanked all the Unitholders for their participation at the EOM. He informed 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 11.19 a.m.

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 as required under the SEBI InvIT Regulations.

For National Highways Infra Trust

By Order of the Board

National Highways Infra Investment Managers Private Limited

Company Secretary and Compliance Officer

Combined Voting Result of EOM

Particulars	NHAI InvIT
Date of the EOM	10-10-2022
Total number of unitholders on the record date	94
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	0
Public	5

MAKARAND M.JOSHI & CO.

Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678136

Consolidated Report of Scrutinizer on remote e-voting and electronic voting at the 2nd Extra-Ordinary Meeting (“EOM”) of the Unitholders of National Highways Infra Trust (hereinafter “NHAI InvIT”) held on Monday, October 10, 2022 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 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 NHAI InvIT) (“Manager”)

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer by the Manager to scrutinize the results of the following:
- (i) Remote e-voting process of NHAI InvIT
 - (ii) Electronic Voting at the EOM
- B. The Manager (on behalf of NHAI InvIT) has followed the procedure laid down under Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, in relation to providing remote e-voting facility and voting at EOM.
- C. The Manager (on behalf of NHAI InvIT) 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 11:19 A.M. on October 10, 2022.
- D. NHAI InvIT 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 Friday, October 07th, 2022 at 09:00 A.M. (IST) and ended on Sunday, October 09th, 2022 at 05:00 P.M. (IST) and the remote e-voting portal was blocked for voting thereafter.
- E. NHAI InvIT had also provided the e-voting facility to the unitholders attending the EOM through VC/OAVM.
- F. The unitholders of NHAI InvIT holding units as on the “cut-off” date of Monday, October 03, 2022, 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 NHAI InvIT by way of remote e-voting and e-voting at the EOM held on Monday, October 10, 2022, I have issued this report dated October 10, 2022.
- 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**.

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.

Resolution on Item No. 1

Approval for issuance of units of National Highways Infra Trust on a preferential basis.

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	9,56,00,000	0	0.00	0	0	0.00	0.00
		E-Voting at EOM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Remote E-Voting	41,61,11,257	38,44,00,000	92.38	38,18,00,000	26,00,000	99.32	0.68
		E-Voting at EOM		78,00,000	1.87	78,00,000	0	100.00	0.00
		Total		39,22,00,000	94.25	38,96,00,000	26,00,000	99.34	0.66
3	Public - Non Institutional holders	Remote E-Voting	8,34,88,743	0	0.00	0	0	0.00	0.00
		E-Voting at EOM		2,57,89,791	30.89	2,57,89,791	0	100.00	0.00
		Total		2,57,89,791	30.89	2,57,89,791	0	100.00	0.00
Total			59,52,00,000	41,79,89,791	70.23	41,53,89,791	26,00,000	99.38	0.62

Rounded off upto 2 decimals.

(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	8	38,18,00,000	91.34
Voting through electronic means at the EOM	5	3,35,89,791	8.04
Total	13	41,53,89,791	99.38

(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	1	26,00,000	0.62
Voting through electronic means at the EOM	0	0	0.00
Total	1	26,00,000	0.62

(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

**For Makarand M. Joshi & Co.,
Practicing Company Secretaries**

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

**Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
UDIN: F005533D001177671
Date: October 10, 2022
Place: Mumbai**

**Ms. Gunjan Singh
Company Secretary
Date: October 10, 2022
Place: Delhi**