

NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

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

Tel: 011-25076536, FAX: 011-25076536. Email: nhiimpl@nhai.org

CIN: [U65929DL2020GOI366835](#)

Date: 29th July, 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 First Annual 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 (“NHAI InvIT”), hereby submit the proceedings and voting results of the business transacted at the First Annual Meeting (“AM”) of the Unitholders of NHAI InvIT (“Unitholders”) held on Thursday, July 28, 2022, at 5:00 p.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 July 05, 2022.

In connection with the same, please find the following:

- Summary of proceedings of the AM attached and marked as **Annexure-A**.
- Combined voting results of the remote e-voting together with the e-voting conducted at AGM, attached and marked as **Annexure-B**.
- The scrutinizer’s report dated July 29, 2022, is attached and marked as **Annexure-C**.

The voting result and the scrutinizer’s report are also available on the website of NHAI InvIT i.e. www.nhaiinvit.in and the website of the KFinTech at <https://evoting.kfintech.com>. The recording of the AGM will also be available on the website of NHAI 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

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Date: 2022.07.29 16:36:17 +05'30'

Company Secretary and Compliance Officer

Encl: As above

Summary of proceedings of the Annual Meeting

The First AM of NHA InvIT was held on Thursday, July 28, 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/Management Team present:

1	Mr. Shailendra Narain Roy	Independent Director
2	Mr. Mahavir Parsad Sharma	Independent Director
3	Mr. Suresh Krishan Goyal	Managing Director and CEO
4	Ms. Gunjan Singh	Company Secretary and Compliance Officer
5	Mr. Mathew George	Chief Financial Officer
6.	Mr. Shubhra Bhattacharya	Chief Operating Officer

Total 4 unitholders were present for this AM.

Mr. Suresh Krishan Goyal, was elected as the Chairman of the meeting and welcomed all the Unitholders and stated that in accordance with the SEBI Circulars, the First AM of NHA 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 and Annual Report 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 NHA InvIT has tied up with KFin Technologies Limited to provide a facility for voting through remote e-voting, e-voting during the AGM, and participation in the AGM through VC / OAVM facility.

The Chairman informed the Unitholders that the NHA 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 July 05, 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 Thursday, July 21, 2022. Further, the e-voting period remained open from 9.00 a.m. on July 25, 2022, till 05.00 p.m. on July 27, 2022. She/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 AGM.

The Chairman informed the Unitholders that the consolidated voting results along with Scrutinizer's Report would be made available on the website of NHA 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 and informed that the Authorised Representatives of the Trustee, Statutory Auditors & Valuer have also joined the meeting.

Mr. Suresh Krishan Goyal also briefed regarding the performance, achievements and financial position of NHA InvIT during the previous financial year.

The Chairman called the meeting to order and the AM Notice convening the meeting was taken as read. He then invited the Unitholders for any queries.

As there were no queries received, the following resolutions were transacted by the Unitholders:

Sr. No.	Resolutions
1	To consider and adopt audited standalone financial statements and audited consolidated financial statements of NHA InvIT as at and for the financial year ended March 31, 2022 together with the report of the auditors thereon for the financial year ended March 31, 2022 and the report on the performance of NHA InvIT.
2	To consider and adopt the valuation report of the assets of NHA InvIT for the financial year ended March 31, 2022.
3	To consider and approve the additional scope of the valuer of NHA InvIT for the financial year 2022-23.
4	To consider and approve the re-appointment of auditors of NHA InvIT for the period from the financial year 2022-23 till the financial year 2024-25 and Fixation of their remuneration.

The Chairman, thereafter, thanked all the Unitholders for their participation at the AM and for their participation, constructive suggestions and comments. 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 5.45 p.m.

Post completion of the AM 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 AM, all resolutions embodied in the Notice of AM 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

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Company Secretary and Compliance Officer

Combined Voting Result of AM

Particulars	NHAI InvIT
Date of the AM	28-07-2022
Total number of unitholders on the record date	86
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	3

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 1st Annual Meeting (“AM”) of the Unitholders of National Highways Infra Trust (hereinafter “NHAI InvIT”) held on Thursday, July 28, 2022 at 5.00 pm (IST), through video conferencing (“VC”) /other audio-visual means (“OVAM”) 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 AM
- 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 AM.
- 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 AM. After the time fixed for closing of e-voting at AM, voting was closed and votes cast were unblocked at around 5:22 p.m. on July 28, 2022.
- D. NHAI InvIT had also 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 Monday, July 25, 2022 at 09:00 a.m. and ended on Wednesday, July 27, 2022 at 05:00 p.m. 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 AM through VC/OVAM.
- F. The unitholders of NHAI InvIT holding units as on the “cut-off” date of Thursday, July 21, 2022, were entitled to vote on the resolutions contained in the Notice of the AM.

- 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 AM held on Thursday, July 28, 2022, I have issued this report dated July 28, 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 AM as **Annexure I**.

It is to be noted that:

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

Resolution on Item No. 1 - Resolution by way of simple majority:

- (i) To consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of NHAI InvIT as at and for the Financial Year ended March 31, 2022 together with the report of the auditors thereon for the Financial Year ended March 31, 2022 and the report on performance of NHAI InvIT:

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	95,600,000	95,600,000	100.00	95,600,000	0	100.00	0.00
		E-Voting at AM		0	0.00	0	0	0.00	0.00
		Total		95,600,000	100.00	95,600,000	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	415,078,557	376,600,000	90.73	376,600,000	0	100.00	0.00
		E-Voting at AM		3,000,000	0.72	3,000,000	0	100.00	0.00
		Total		379,600,000	91.45	379,600,000	0	100.00	0.00
3	Public - Non Institutional holders	Remote E-Voting	84,521,443	11,440	0.01	11,440	0	100.00	0.00
		E-Voting at AM		13,475,462	15.94	13,475,462	0	100.00	0.00
		Total		13,486,902	15.96	13,486,902	0	100.00	0.00
Total			595,200,000	488,686,902	82.10	488,686,902	0	100.00	0.00

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	10	472,211,440	96.63
Voting through electronic means at the AM	3	16,475,462	3.37
Total	13	488,686,902	100.00

(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	0.00
Voting through electronic means at the AM	0	0	0.00
Total	0	0	0.00

(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 AM	0	0
Total	0	0

Resolution on Item No. 2 - Resolution by way of simple majority:

(ii) To consider and adopt the Valuation Report of the assets of NHAI InvIT for the Financial Year ended March 31, 2022

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	95,600,000	95,600,000	100.00	95,600,000	0	100.00	0.00
		E-Voting at AM		0	0.00	0	0	0.00	0.00
		Total		95,600,000	100.00	95,600,000	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	415,078,557	376,600,000	90.73	376,600,000	0	100.00	0.00
		E-Voting at AM		3,000,000	0.72	3,000,000	0	100.00	0.00
		Total		379,600,000	91.45	379,600,000	0	100.00	0.00
3	Public - Non Institutional holders	Remote E-Voting	84,521,443	11,440	0.01	11,440	0	100.00	0.00
		E-Voting at AM		13,475,462	15.94	13,475,462	0	100.00	0.00
		Total		13,486,902	15.96	13,486,902	0	100.00	0.00
Total			595,200,000	488,686,902	82.10	488,686,902	0	100.00	0.00

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	10	472,211,440	96.63
Voting through electronic means at the AM	3	16,475,462	3.37
Total	13	488,686,902	100.00

(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	0.00
Voting through electronic means at the AM	0	0	0.00
Total	0	0	0.00

(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 AM	0	0
Total	0	0

Resolution on Item No. 3 - Resolution by way of simple majority:

(iii) To consider and approve additional scope of value of NHAI InvIT for the Financial Year 2022-23

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	95,600,000	95,600,000	100.00	95,600,000	0	100.00	0.00
		E-Voting at AM		0	0.00	0	0	0.00	0.00
		Total		95,600,000	100.00	95,600,000	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	415,078,557	376,600,000	90.73	376,600,000	0	100.00	0.00
		E-Voting at AM		3,000,000	0.72	3,000,000	0	100.00	0.00
		Total		379,600,000	91.45	379,600,000	0	100.00	0.00
3	Public - Non Institutional holders	Remote E-Voting	84,521,443	11,440	0.01	11,440	0	100.00	0.00
		E-Voting at AM		13,475,462	15.94	13,475,462	0	100.00	0.00
		Total		13,486,902	15.96	13,486,902	0	100.00	0.00
Total			595,200,000	488,686,902	82.10	488,686,902	0	100.00	0.00

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	10	472,211,440	96.63
Voting through electronic means at the AM	3	16,475,462	3.37
Total	13	488,686,902	100.00

(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	0.00
Voting through electronic means at the AM	0	0	0.00
Total	0	0	0.00

(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 AM	0	0
Total	0	0

Resolution on Item No. 4 - Resolution by way of simple majority:

(iv) To consider and approve re-appointment of auditors of NHAI InvIT for the period from the Financial Year 2022-23 till the Financial Year 2024-25 and fixation of their remuneration

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	95,600,000	95,600,000	100.00	95,600,000	0	100.00	0.00
		E-Voting at AM		0	0.00	0	0	0.00	0.00
		Total		95,600,000	100.00	95,600,000	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	415,078,557	376,600,000	90.73	376,600,000	0	100.00	0.00
		E-Voting at AM		3,000,000	0.72	3,000,000	0	100.00	0.00
		Total		379,600,000	91.45	379,600,000	0	100.00	0.00
3	Public - Non Institutional holders	Remote E-Voting	84,521,443	11,440	0.01	11,440	0	100.00	0.00
		E-Voting at AM		13,475,462	15.94	13,475,462	0	100.00	0.00
		Total		13,486,902	15.96	13,486,902	0	100.00	0.00
Total			595,200,000	488,686,902	82.10	488,686,902	0	100.00	0.00

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	10	472,211,440	96.63
Voting through electronic means at the AM	3	16,475,462	3.37
Total	13	488,686,902	100.00

(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	0.00
Voting through electronic means at the AM	0	0	0.00
Total	0	0	0.00

(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 AM	0	0
Total	0	0

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

MAKARAND MADHUSU
DAN JOSHI

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MADHUSUDAN
JOSHI
Date: 2022.07.29
17:30:00 +05'30'

Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
UDIN: F005533D000708587
Date: July 29, 2022
Place: Mumbai

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

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by GUNJAN
Date: 2022.07.29
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Ms. Gunjan Singh
Company Secretary
Date: July 29, 2022
Place: New Delhi