

Date: 11th March, 2025

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 5th (Fifth) Extra-Ordinary Meeting of the Unitholders of National Highways Infra Trust (“NHIT” or “Trust”)

Dear Sir/Madam,

We, National Highways Infra Investment Managers Private Limited, the Investment Manager of National Highways Infra Trust (“NHIT” or “Trust”), hereby submit the proceedings of the business transacted at the 5th (Fifth) Extra-Ordinary Meeting (“EOM”) of the Unitholders of NHIT held on **Monday, 10th March, 2025 at 4:00 p.m.** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) was also provided in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) read with SEBI master circular bearing reference no. SEBI/HO/DDHSPoD-2/P/CIR/2024/44 dated 15th May, 2024 (the “SEBI Master Circular”) and other relevant circulars issued by SEBI in this regard, from time to time, and in furtherance of the Notice to the Unitholders dated **14th February, 2025.**

In connection with the same, please find the following:

- Summary of proceedings of the EOM attached and marked as **Annexure-A.**
- Details of Unitholders who attended the EOM attached and marked as **Annexure B.**
- The Scrutinizer’s Report dated 11th March, 2025 including the combined voting results of the remote e-voting together with the e-voting conducted at EOM, attached and marked as **Annexure C.**

The voting results along with the scrutinizer’s report are also available on the website of NHIT (<https://nhit.co.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 Digitally signed by

SINGH GUNJAN SINGH

Gunjan Singh Date: 2025.03.11

Company Secretary and Compliance Officer 13:59:46 +05'30'

Encl: As above

Annexure-A

Summary of proceedings of the Extra Ordinary Meeting

The 5th Extra Ordinary Meeting (“EOM”) of National Highways Infra Trust (“NHIT” or “Trust”) was held on Monday, 10th March, 2025, through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of the Unitholders at a common venue, in compliance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) and SEBI master circular bearing reference no. SEBI/HO/DDHSPoD-2/P/CIR/2024/44 dated 15th May, 2024, read with previous circulars issued in this regard from time to time issued by the Securities and Exchange Board of India (the “SEBI Circulars”).

Directors, KMPs and Leadership team present:

1. Mr. Pradeep Singh Kharola	Independent Director, Chairperson- Audit Committee and Risk Management Committee
2. Mr. Shailendra Narain Roy	Independent Director, Chairperson- Nomination and Remuneration Committee & Stakeholder Relationship Committee
3. Mr. Mahavir Parsad Sharma	Independent Director
4. Mr. Debapratim Hajara	Unitholder Nominee Director
5. Mr. Suresh Goyal	Managing Director and CEO
6. Mr. Mathew George	Chief Financial Officer
7. Mr. Shubhra Bhattacharya	Chief Operating Officer
8. Mr. Anurag Jain	Chief Investment Officer
9. Ms. Gunjan Singh	Company Secretary and Compliance Officer

Invitees present:

1.	Mr. Mahendra Singh Chouhan	- Representative of the IDBI Trusteeship Services Ltd acting as Trustee to the NHIT
2.	Mr. Mohd Azam Ansari	-Representative of the Statutory Auditors, M/s A.R. & Co.
3.	Mr. Kaushal Dalal	-Scrutiniser, on behalf of M/s KDA & Associates
4.	Mr. Nilesh Jain	Representative of the Valuer, M/s. Ernst & Young Merchant Banking Services LLP

Total **8 (Eight)** unitholders were present for this EOM.

Ms. Gunjan Singh, Company Secretary and Compliance Officer welcomed all the Unitholders and informed the Unitholder(s) that the digital copy of the Notice 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, physical copies has been sent by us and 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. Further, Mr. Kaushal Dalal, Partner M/s. KDA & Associates., Practicing Company Secretaries, has appointed as the scrutinizer (“Scrutinizer”) for scrutinizing the process of remote e-voting held prior and e-voting during the EOM.

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 5th Extra Ordinary Meeting of NHIT is being held through Video Conferencing. Thereafter, the Chairman called the meeting to order and ascertained the presence of quorum.

Ms. Gunjan Singh, Company Secretary and Compliance Officer of the Company introduced the Board Members, Key Managerial Personnel and the Leadership Team present through Video Conferencing from their respective locations and informed that the Mr. Mahendra Singh Chouhan, Authorised Representatives of the IDBI Trusteeship Services Ltd acting as Trustee to the NHIT, Mr. Mohd Azam Ansari, Partner, on behalf of M/s A.R. & Co, Representatives of Auditors of Trust, Mr. Nilesh Jain, on behalf of M/s Ernst & Young Merchant Banking Services LLP, a Representative of the Valuer and Mr. Kaushal Dalal on behalf of M/s KDA & Associates Practicing Company Secretaries, Representative of Scrutinizers, have also joined the meeting. She further informed that Chairperson of Audit Committee, Risk Management Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee were also present in the Meeting.

It was informed to the Unitholders that the NHIT, in accordance with SEBI InvIT Regulations, had provided a facility to the Unitholders to exercise their votes on the resolutions proposed in the notice dated 14th February, 2025, 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, 03rd March, 2025. Further, the e-voting period remained open from 9:00 a.m. (IST) on Wednesday, 5th March, 2025, till 5:00 p.m. (IST) on Sunday, 9th March, 2025. 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. Kaushal Dalal (Membership No.: F7141, COP: 7512) failing him, Mr. Ritesh Rajput, (Membership No.: A69004, COP: 25678), Partners, M/s KDA & Associates, Practicing Company Secretaries, Mumbai, (ICSI Unique Code: P2016MH047700), 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 further informed that the consolidated voting results along with Scrutinizer’s Report would be made available on the website of NHIT i.e. <https://nhit.co.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.

Ms. Gunjan Singh, thereafter briefed resolutions given in the said Extra Ordinary Meeting Notice for approval of unitholders and invited queries from Unitholders present at the meeting.

Thereafter, Moderator opened Question and Answer session. The Chairman along with the Management Team were available to take up all the queries of the unitholder(s) raised during the meeting. No queries were raised by the unitholder(s) attending the meeting.

Thereafter, the following resolutions were transacted by the Unitholders:

Sr. No.	Resolutions
1	Approval for Acquisition of Assets
2	Approval for issuance of units of National Highways Infra Trust on a preferential basis
3	Approval for the issuance of units of the Trust through Institutional Placement

The Chairman and Company Secretary, 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 commenced at 4.00 p.m. (IST) and concluded at 04:30 p.m. (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 as required under the SEBI InvIT Regulations.

For **National Highways Infra Trust**

By Order of the Board

National Highways Infra Investment Managers Private Limited

GUNJAN

SINGH

Gunjan Singh

Company Secretary and Compliance Officer

Digitally signed by GUNJAN SINGH
Date: 2025.03.11 14:00:11 +05'30'

Annexure-B

Unitholders who attended the EOM

Particulars	NHIT
Date of the EOM	10-03-2025
Total number of unitholders on the record date	282
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	8

KDA & ASSOCIATES

(Formerly Known as KDT & Associates)

COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.

Email id: team@cskda.com. **Mobile No:** 9820636169

SCRUTINIZER'S REPORT

To,

Ms. Gunjan Singh

Authorize Representative

National Highways Infra Investment Managers Private Limited

(acting in its capacity as the Investment Manager of National Highways Infra Trust)

G-5 & 6, Sector-10, Dwarka,

New Delhi- 110075

Sub.: Scrutinizer's Report on Remote e-voting and e-voting at the 5th Extra-ordinary Meeting ("EOM") of Unitholders of National Highways Infra Trust ("NHIT" or "the Trust") held on Monday, 10th March, 2025 at 04:00 p.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 ("SEBI InvIT Regulations") and circulars issued by SEBI from time to time.

Dear Ma'am,

The Board of Directors of National Highways Infra Investment Managers Private Limited ("**Investment Manager**") on behalf of National Highways Infra Trust ("**NHIT**" or "**trust**") issued the 5th Extra-ordinary Meeting (EOM) Notice dated 14th February, 2025 (hereinafter referred as "**Notice**") and decided to provide to the Unitholders of the Trust, a facility to exercise their voting rights on the resolutions as set out in the Notice by way of Voting by electronic means remote e-voting and e-voting at EOM.

I, **Kaushal Dalal**, Partner of **M/s. KDA & Associates**, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Investment Manager on behalf of National Highways Infra Trust to scrutinize the entire voting process i.e. remote e-voting and e-voting at the EOM of the trust, in a fair and transparent manner.

Management Responsibility

The management of the Investment Manager is responsible to ensure compliance with the requirements of the relevant provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, relevant circulars and any other law relating to voting for resolutions stated in the Notice.

Scrutinizer's Responsibility

Our responsibility as scrutinizer is restricted to making a scrutinizer report of the votes cast by the Unitholders in respect of the resolutions contained in the Notice of the Trust dated 14th February, 2025. Our report is based on data and document provided by the M/s KFin Technologies Limited ("KFintech") and voting received till the time fixed for closing of voting process i.e. Sunday, 9th March, 2025 at 05.00 p.m. (IST) and Monday, 10th March, 2025 at 04.30 p.m. (IST)

Further to above, I submit my report as under:

1. Investment Manager had appointed M/s KFin Technologies Limited ("KFintech") as the service provider, for the purpose of extending the facility of remote e-voting to the Unitholders to exercise their vote in respect of the resolutions as set out in the Notice from Wednesday, 5th March, 2025 at 09:00 a.m. (IST) and ends at Sunday, 9th March, 2025 at 05:00 p.m. (IST).
2. KFintech had set up electronic voting facility and link for the same is <https://evoting.kfintech.com> to facilitate the Unitholders to cast their vote electronically.
3. Unitholders holding units in dematerialized form as on Monday, 3rd March, 2025, i.e. cut off date, were entitled to cast their vote through their demat account maintained with Depositories and Depository Participants.
4. At the end of the remote e-voting period on Sunday, 9th March, 2025 at 05:00 p.m., the voting portal of KFintech was blocked forthwith. After the time fixed for closing of e-voting at EOM, voting was closed and votes cast were unblocked at around 4:30 p.m. on 10th March, 2025.
5. After conclusion of the Voting period, the votes received through remote e-voting and e-voting were duly unblocked by us and were reconciled with the details of Unitholders as per the Beneficiary position as on the cut-off date obtained from KFintech, Registrar and Unit Transfer Agent of the NHIT.
6. The Votes cast by Institutional Unitholders who have emailed the scanned certified true copy of the Board Resolution / Authority Letter etc. with attested specimen signature of the duly authorized signatories at email ID: nhai.invit@kfintech.com have been considered valid.
7. The Members who have abstained from voting in the Remote e-Voting has been treated as Invalid in order to combine the Results of Remote e-Voting and e-voting at EOM. Furthermore the members who are related or interested in the resolution and same voted for resolution has been treated as Invalid.
8. The Consolidated Result (Remote e-voting+ e-voting at EOM) is as under:

Item No. 1: Approval for Acquisition of Assets

Resolution by way of approval from unit holders where votes cast in favour of the resolution shall be more than fifty per cent of the total votes cast for the resolution, in terms of Regulation 22 (4) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“the InvIT Regulations”):

Category	Mode of Voting	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
Sponsor(s) / Investment Manager / Project Manager(s) and their associates /related parties	Remote E-Voting	20,30,72,000	0	0	0	0	0	0
	E-Voting at EOM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institutional holders	Remote E-Voting	1,00,33,18,348	50,18,63,530	50.0204	50,18,63,530	0	100	0
	E-Voting at EOM		0	0	0	0	0	0
	Total		50,18,63,530	50.0204	50,18,63,530	0	100	0
Public- Non Institutional holders	Remote E-Voting	10,58,10,252	3,70,54,770	35.0200	3,70,54,770	0	100	0
	E-Voting at EOM		0	0	0	0	0	0
	Total		3,70,54,770	35.0200	3,70,54,770	0	100	0
Total		1,31,22,00,600	53,89,18,300	41.0698	53,89,18,300	0	100	0

*No of votes polled does not include 'no. of invalid votes/abstain'

Item No. 2: Approval for issuance of units of National Highways Infra Trust on a preferential basis

Resolution by way of approval from unit holders where votes cast in favour of the resolution shall be atleast sixty per cent of the total votes cast for the resolution, in terms of Regulation 22 (5) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“the InvIT Regulations”):

Category	Mode of Voting	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
Sponsor(s) / Investment Manager / Project Manager(s) and their associates /related parties	Remote E-Voting	20,30,72,000	0	0	0	0	0	0
	E-Voting at EOM		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Institutional holders	Remote E-Voting	1,00,33,18,348	50,18,63,530	50.0204	50,18,63,530	0	100	0
	E-Voting at EOM		0	0	0	0	0	
	Total		50,18,63,530	50.0204	50,18,63,530	0	100	0
Public- Non Institutional holders	Remote E-Voting	10,58,10,252	3,70,54,770	35.0200	3,70,54,770	0	100	0
	E-Voting at EOM		0	0	0	0	0	
	Total		3,70,54,770	35.0200	3,70,54,770	0	100	0
Total		1,31,22,00,600	53,89,18,300	41.0698	53,89,18,300	0	100	0

*No of votes polled does not include 'no. of invalid votes/abstain'

Item No. 3: Approval for the issuance of units of the Trust through Institutional Placement

Resolution by way of approval from unit holders where votes cast in favour of the resolution shall be atleast sixty per cent of the total votes cast for the resolution, in terms of Regulation 22 (5) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“the InvIT Regulations”):

Category	Mode of Voting	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
Sponsor(s) / Investment Manager / Project Manager(s) and their associates /related parties	Remote E-Voting	20,30,72,000	20,30,72,000	100	20,30,72,000	0	100	0
	E-Voting at EOM		0	0	0	0	0	0
	Total		20,30,72,000	0	20,30,72,000	0	100	0
Public - Institutional holders	Remote E-Voting	1,00,33,18,348	50,18,63,530	50.0204	50,18,63,530	0	100	0
	E-Voting at EOM		0	0	0	0	0	0
	Total		50,18,63,530	50.0204	50,18,63,530	0	100	0
Public- Non Institution holders	Remote E-Voting	10,58,10,252	3,70,54,770	35.0200	3,70,54,770	0	100	0
	E-Voting at EOM		0	0	0	0	0	0
	Total		3,70,54,770	35.0200	3,70,54,770	0	100	0
Total		1,31,22,00,600	74,19,90,300	56.5455	74,19,90,300	0	100	0

All the resolutions contained in the Notice dated 14th February, 2025 as per the details above stand passed with the requisite majority.

The aforesaid result in respect of the abovementioned resolution may accordingly be declared by the Investment Manager of the National Highways Infra Trust.

Restriction to use:

This report has been issued at the request of the Investment Manager for (i) Submission to stock exchanges, and (ii) placing on website of the National Highways Infra Trust. This report is not to be used for any other purpose or to be distributed by the Investment Manager and /or National Highways Infra Trust to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

We thank you for the opportunity given, to act as a Scrutinizer for the above E-voting process of your National Highways Infra Trust.

For KDA & ASSOCIATES
(Formerly known as KDT & Associates)
Practicing Company Secretaries

**KAUSHAL
MADHUSU
DAN DALAL**

Digitally signed by KAUSHAL
MADHUSUDAN DALAL
DN: c=IN, o=PERSONAL,
pseudonym=ceafac36766b4dd1b97808068
cc530fc,
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postalCode=400052, st=Maharashtra,
serialNumber=180f5a60d7b77858207b079
7cf73a575f22003fc587f6a5c47af37123f7eb
0e4, cn=KAUSHAL MADHUSUDAN DALAL
Date: 2025.03.11 13:42:37 +05'30'

Kaushal Dalal
Partner
Membership No.: FCS 7141
COP No.: 7512
Peer Review No: 5840/2024
UDIN: F007141F004083818

For National Highways Infra
Investment Managers Private Limited
*(acting in its capacity as the Investment
Manager of National Highways Infra Trust)*

**GUNJA
N SINGH**

Digitally signed
by GUNJAN
SINGH
Date: 2025.03.11
14:01:21 +05'30'

Gunjan Singh
Company Secretary

Date: 11th March, 2025
Place: Mumbai