

# *MMJB & Associates LLP*

## Company Secretaries

803-804, Ecstasy, City of Joy, JSD Road, Mulund - West, Mumbai – 400080, (T) 21678100

**Consolidated Report of Scrutinizer on voting through e-voting through Postal Ballot by the Unitholders of National Highways Infra Trust (hereinafter “NHAI InvIT”) in terms of applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“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 NHAI InvIT) (“Manager”)

- A. I, Omkar Dindorkar, Designated Partner of M/s. MMJB & Associate LLP, Practicing Company Secretaries, has been appointed as Scrutinizer by the Manager to scrutinize the votes casted through electronic means for the postal ballot process and the votes cast in respect of the resolution set out in the Postal Ballot notice dated 8<sup>th</sup> December, 2022.
- 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.
- C. The Manager (on behalf of NHAI InvIT) had appointed KFin Technologies Limited (**herein after “Kfin”**) for providing the e-voting facility to unitholders.
- D. Members were required to communicate their assent or dissent only through Postal Ballot by remote e-voting process.
- E. The remote e-voting period commenced on Monday, 12<sup>th</sup> December 2022 from 09:00 A.M. (IST) and ended on Monday, 2<sup>nd</sup> January 2023 at 05:00 P.M. (IST) and the remote e-voting portal was blocked for voting thereafter.
- F. The unitholders of NHAI InvIT holding units as on the “cut-off” date of Thursday, 8<sup>th</sup> December 2022, were entitled to vote on the resolutions contained in the Notice of Postal Ballot.
- G. Resolutions transacted through Postal Ballot are related party transaction as per Regulation 22 of INVIT Regulation. Further, Regulation 22(2)(d) of INVIT Regulations states that voting by any person who is a related party in such transaction as well as associates of such person(s) shall not be considered on the specific issue. Accordingly, we have reconciled the votes and excluded the votes cast by eligible person who have nominated the names of Non-Sponsor Director, while finalizing the voting results which is given in below tables

H. It is to be noted that, votes cast does not include abstained votes.

I. We have referred Article 83A & framework described under Schedule A of Articles of Association of the company which states that top two nominee's names shall be selected for appointment and accordingly our scrutiniser report has been prepared. Out of 3 resolutions proposed, resolution number 1 and 2 have received the highest number of votes. The Summary of votes casted in the favour of the resolution is detailed in below table:

<b>Resolution No.</b>	<b>Agenda</b>	<b>Votes Casted in Favour</b>
1	Appointment of Ms. Kavita Saha (DIN: 03313543) as Non-Sponsor Director	29,00,45,435
2	Appointment of Mr. Bruce Crane (DIN: 08403603) as Non-Sponsor Director	29,00,45,435
3	*Appointment of Mr. Shashikant Rathi (DIN: 06979448) as Non-Sponsor Director	2,20,00,000

\*Negative votes are not considered while calculating the majority votes of the Eligible persons.

**Resolution on Item No. 1**

Appointment of Ms. Kavita Saha (DIN: 03313543) as Non-Sponsor Director

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	Postal Ballot through E-Voting	11,52,02,600	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders		5,24,89,3857	27,41,61,560	52.23	27,41,61,560	0	100.00	0.00
3	Public - Non Institutional holders		8,63,08,743	1,58,83,875	18.40	1,58,83,875	0	100.00	0.00
<b>Total</b>			<b>72,64,05,200</b>	<b>29,00,45,435</b>	<b>39.93</b>	<b>29,00,45,435</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

# Rounded off upto 2 decimals.

**Resolution on Item No. 2**

Appointment of Mr. Bruce Crane (DIN: 08403603) as Non-Sponsor Director

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	Postal Ballot through E-Voting	11,52,02,600	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders		5,24,89,3857	27,41,61,560	52.23	27,41,61,560	0	100.00	0.00
3	Public - Non Institutional holders		8,63,08,743	1,58,83,875	18.40	1,58,83,875	0	100.00	0.00
<b>Total</b>			<b>72,64,05,200</b>	<b>29,00,45,435</b>	<b>39.93</b>	<b>29,00,45,435</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

# Rounded off upto 2 decimals.

## Appointment of Mr. Shashikant Rathi (DIN: 06979448) as Non-Sponsor Director

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	Postal Ballot through E-Voting	11,52,02,600	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders		5,24,89,3857	38,52,02,600	73.39	2,20,00,000	36,32,02,600	5.71	94.29
3	Public - Non Institutional holders		8,63,08,743	1,47,13,475	17.05	0	1,47,13,475	0.00	100.00
<b>Total</b>			<b>72,64,05,200</b>	<b>39,99,16,075</b>	<b>55.05</b>	<b>2,20,00,000</b>	<b>37,79,16,075</b>	<b>5.50</b>	<b>94.50</b>

# Rounded off upto 2 decimals.

For MMJB & Associates LLP,  
Company Secretaries

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

Omkar Dindorkar  
Designated Partner  
ACS No.: 43029  
CP No.: 24580  
PR.: 2826/2022  
UDIN: A043029D002871360  
Date: 4<sup>th</sup> January 2023  
Place: Mumbai

Ms. Gunjan Singh  
Company Secretary  
Date: 04<sup>th</sup> January 2023  
Place: Delhi