

Date: 17th September, 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 Adjourned 1st Extra Ordinary General Meeting of the Debenture Holders of National Highways Infra Trust (“NHIT” or “Trust”)

Dear Sir/Madam,

In furtherance to our intimation vide letter dated 9th September, 2024, 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 Adjourned 1st Extra Ordinary General Meeting (“EOGM”) of the Debenture Holders of NHIT, held today i.e. Monday, 17th September, 2024 through VC which was originally scheduled on Monday, 9th September, 2024 at 4:00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), however due to absence of required quorum the said meeting could not be conducted and was adjourned to i.e. 17th September, 2024. The EOGM was convened in accordance with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI LODR Regulations”) read with circulars issued thereunder (including any statutory modification(s), amendments or re-enactments thereof for the time being in force and other applicable laws and regulations, as may be applicable, provisions of the Debenture Trust Deed dated 21st October, 2022 (including Master Supplementary Debenture Trust Deed(s) dated 19th September, 2023 (hereinafter refer as “Debenture Trust Deed”) and in furtherance of the Notice to the Debenture Holders dated 12th August, 2024 read with adjourned notice dated 9th September, 2024.

In connection with the same, please find the summary of proceedings of the EOGM attached and marked as ***Annexure-A***.

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
Company Secretary and Compliance Officer
Encl: As above

Annexure-A

Summary of proceedings of the Adjourned Extra Ordinary General Meeting (EOGM)

The Adjourned 1st Extra Ordinary General Meeting (“**EOGM**”) of the Debenture Holders of National Highways Infra Trust (“**NHIT**” or “**Trust**”) was held today, i.e. Monday, 17th September, 2024. The EOGM was originally scheduled on Monday, 9th September, 2024, however due to absence of required quorum the meeting could not be conducted and was adjourned to 17th September, 2024, to be held through Video Conference (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) without the physical presence of the Debenture Holders at a common venue, in compliance with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) as amended, read with circulars issued thereunder (including any statutory modification(s), amendments or re-enactments thereof for the time being in force) and other applicable laws and regulations, as may be applicable and the provisions of the Debenture Trust Deed dated 21st October, 2022 (including Master Supplementary Debenture Trust Deed(s) dated 19th September, 2023 (hereinafter refer as “**Debenture Trust Deed**”).

Directors, KMPs and Leadership team present:

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|----|--------------------------|---|
| 1. | Mr. Suresh Krishan Goyal | -Managing Director and CEO |
| 2. | Ms. Gunjan Singh | -Company Secretary and Compliance Officer |
| 3. | Mr. Mathew George | -Chief Financial Officer |

Representative of Debenture Trustee:

- | | | |
|----|------------------|--|
| 1. | Mr. Rajiv Ranjan | -Chairman of the Meeting and Nominee of SBICAP Trustee Company Limited (Debenture Trustee) |
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Invitees present:

- | | | |
|----|---|--|
| 1. | Mr. Deepak Kumar | -Representative of the IDBI Trusteeship Services Ltd acting as Trustee to the NHIT |
| 2. | Mr. Kaushal Dalal and Mr. Ritesh Rajput | -Scrutiniser(s), on behalf of M/s KDA & Associates |

Total 5* (Five) Debenture Holders were present for this EOGM.

(*Calculated on the ISIN Basis)

Ms. Gunjan Singh, Company Secretary and Compliance Officer welcomed all the Debenture Holders.

In terms of the provisions of the Debenture Trust Deed, Mr. Rajiv Ranjan (Compliance Officer, SBICAP Trustee Company Limited) nominee of Debenture Trustee, was appointed as the Chairman of the meeting. He welcomed all the Debenture Holders and stated that in accordance with the SEBI Circulars and the Debenture Trust Deed, the adjourned 1st EOGM of the Debenture Holders of NHIT is being held through Video Conferencing.

Pursuant to the provisions outlined in the Debenture Trust Deed, if at the adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, the NCD Holders present shall be the quorum. After waiting for half hour, the Chairman called the meeting to order and ascertained that debenture holders present at the meeting forms the quorum.

Accordingly, the meeting commenced at 04:00 p.m. (IST) and was called in order at 04:30 p.m. (IST) after ascertaining the requirement of quorum in terms of Debenture Trust Deed. The Chairman also informed that the facility for voting through the e-voting system is available during the Meeting and has been activated for Debenture Holders who had not cast their vote prior to the Meeting.

Ms. Gunjan Singh, Company Secretary and Compliance Officer of the Company informed the Debenture Holder(s) that the digital copy of the Notice along with Notice of adjourned meeting has been sent to all the Debenture Holders whose e-mail addresses are registered with the Depositories/ NHIT for communication purposes and whose e-mail addresses are not registered, SMS has been sent by National Securities Depository Limited (“NSDL”) wherever Mobile Numbers are available. She further informed that NHIT has tied up with NSDL to provide a facility for voting through remote e-voting, e-voting during the EOGM, and participation in the EOGM through VC / OAVM facility. Further, Mr. Kaushal Dalal of M/s. KDA & Associates., Practicing Company Secretaries, were appointed as the scrutinizer (“Scrutinizer”) for scrutinizing the process of remote e-voting held prior and e-voting during the EOGM.

She thereafter introduced the Board Members, Key Managerial Personnel and the Leadership Team present through Video Conferencing from their respective locations and informed that the Mr. Deepak Kumar, Authorised Representatives of the IDBI Trusteeship Services Ltd acting as Trustee to the NHIT and Mr. Kaushal Dalal and Mr. Ritesh Rajput on behalf of M/s KDA & Associates Practicing Company Secretaries, Representative of Scrutinizers, have also joined the meeting.

It was informed to the Debenture Holders that, in accordance with SEBI LODR Regulations, a facility of remote e-voting to the Debenture Holders to exercise their right to vote on the resolution proposed in the Notice dated 12th August, 2024. The Cut-off date for determining the voting rights of Debenture Holders entitled to participate in the voting process was Tuesday, 27th August, 2024. Further, the e-voting period remained open from 9.00 a.m. (IST) on Friday, 30th August, 2024, till 05.00 p.m. (IST) on Sunday, 8th September, 2024.

Further, the Debenture Holders 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 EOGM.

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 e-voting agency i.e. NSDL at www.evoting.nsdl.com not later than 48 hours of the conclusion of the meeting.

Following that, the Notice convening of the Extra Ordinary General Meeting of Debenture Holders was taken as read by the Chairman. It was further clarified that the resolutions as set out in the Notice, if passed by e-voting, shall be deemed to be approved by the Debenture Holders and no further consent in writing of Debenture Holders would be necessary.

Ms. Gunjan Singh, thereafter briefed resolutions given in the said EOGM Notice for approval of Debenture Holders.

The Chairman of the meeting apprised the Debenture holders about the following inadvertent mistakes in the Notice:

1. Item No. 2 (Amendment to the Debenture Trust Deed – Calculation of EBITDA): In the draft resolution and explanatory statement, the term “EBITA” was mistakenly used instead of “EBITDA”. It is clarified that in Item No. 2 and throughout the entire notice, the correct term should be “EBITDA” (Earnings Before Interest, Taxes, Depreciation, and Amortization) and not “EBITA”.
2. Item No. 3 (Amendment to the Debenture Trust Deed – Project SPVs of NHIT): In the notice, in the table forming part of the resolution (Page No. 4, Sr. No. 2), the Project SPV’s name was inadvertently mentioned as "National Highways Infra Projects Private Limited" instead of its new name i.e. "NHIT Western Projects Private Limited ("NWPP")." Additionally, the CIN number was incorrectly mentioned as U45201DL2020GOI366737 instead of “U45201DL2020PTC366737”.

The Debenture Holders took note of the aforementioned changes.

The queries from the Debenture Holders present at the meeting were invited.

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

Thereafter, the following resolutions were transacted by the Debenture Holders:

Sr. No.	Resolutions
1	To consider and approve amendment(s) to the Debenture Trust Deed dated 21 st October, 2022 relating to additional debt and additional debt conditions
2	To consider and approve amendment(s) to the Debenture Trust Deed Dated 21 st October, 2022 relating to calculation of EBITDA
3	To consider and approve amendment(s) to the Debenture Trust Deed dated 21 st October, 2022 relating to Project SPVs of NHIT
4.	To consider and approve amendment(s) to the Debenture Trust Deed dated 21 st October, 2022 relating to permitted Indebtedness and permitted Security Interest
5.	To consider and approve amendment(s) to the Debenture Trust Deed dated 21 st October, 2022 for waiving the Corporate Guarantee and cancellation of the existing Corporate Guarantee
6.	To consider and approve amendment(s) to the Debenture Trust Deed dated 21 st October, 2022 with respect to security addition including creation of security by way of Pledge and Hypothecation

The Chairman and Company Secretary thanked all the Debenture Holders for their participation at the EOGM. It was informed to the Debenture Holders that the e-voting process will continue for the next 15 minutes and will be disabled automatically and then declared the Meeting closed.

**National Highways Infra Investment
Managers Private Limited**

(Investment Manager to National Highways Infra Trust)

CIN: U65929DL2020GOI366835 | Website: www.nhit.co.in | Email: nhiimpl@nhit.co.in



The meeting concluded at 04:45 p.m. (IST) after being opened for 15 minutes for e-voting to be completed.

For **National Highways Infra Trust**

By Order of the Board

National Highways Infra Investment Managers Private Limited

Gunjan Singh

Company Secretary and Compliance Officer