

NOTICE is hereby given that an Extra-Ordinary General Meeting of members of National Highways Infra Investment Managers Private Limited ('the Company') (NHIIMPL/EGM/01/2023-24) will be held at shorter notice through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Monday, 21st August, 2023 at 4.00 p.m to transact the following special business. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at G-5 & 6, Sector-10, Dwarka, Delhi – 110075

SPECIAL BUSINESS:

1. Amendment in Articles of Association of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 5, 14, and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such other approvals, permissions, and consents as may be required, Articles of Association of the Company be and are hereby amended by adding the Clause, in the manner set out herein below:

Clause no. 2(1)(xiii) be added to the existing Clause 2(1) and new Clause no. 83B be inserted after existing clause no. 83A as follows:

1. Clause 2 INTERPRETATION

"(1) (xiii) "Debenture Trustee(s)" shall mean the trustee(s) appointed in respect of the Non-convertible Debentures issued and listed by the Trust, from time to time

2. Clause 83B: Appointment of Nominee Director by Debenture Trustee(s)

- i. The Board of Directors shall appoint such person as may be nominated by the Debenture Trustee(s) as a Nominee Director on the Board of the Company upon the occurrence of the circumstances laid down under the Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 within the time period as specified under Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable provisions or regulations and modifications, including any amendments thereto.*
- ii. The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other*

NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

Registered Office: G-5 & 6, Sector-10, Dwarka, New Delhi– 110075,

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

CIN: U65929DL2020GOI366835

person as Nominee Director. Such appointment or removal shall be made in writing to the Company.

- iii. The Nominee Director shall not be liable to retire by rotation.*
- iv. Nothing in this sub-clause shall apply in the event that the debenture trustee fails to prove beyond doubt that the Trust has defaulted in terms of Regulation 15(1)(e) of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 for its listed Non-convertible Debentures as amended from time to time.”*

RESOLVED FURTHER THAT Mr. Suresh Krishan Goyal, Managing Director & CEO, Mr. Mathew George, Chief Financial Officer, and Ms. Gunjan Singh, Company Secretary, be and are hereby authorized on behalf of the Board of Directors to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters, and things including making necessary amendments to the Debenture Trust deed dated October 21, 2022, as may be deemed necessary to give effect to this resolution.”

By Order of the Board
National Highways Infra Investment Managers Private Limited

Date: 11th August,2023
Place: New Delhi

Gunjan Singh
Company Secretary
FCS: 6112

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto. The Board of Directors of the Company in their meeting held on 11th August, 2023 considered that the special business under Item No.1, being considered unavoidable, be transacted at the EGM of the Company.
2. General instructions for accessing and participating in the EGM through VC/OAVM Facility:
 - a) In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed, and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, and 20/2020 dated 8th April 2020, 13th April 2020, and 5th May 2020, respectively, read with General Circular No. 03/2022 and 11/2022 dated 5th May 2022 and 28th December 2022 respectively, (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs, the EGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company situated at G-5 & 6, Sector-10, Dwarka, Delhi – 110075.
 - b) In compliance with the aforesaid requirements of the MCA Circulars, an electronic copy of the Notice is being sent only by email to the members at their e-mail ids registered with the Company.
 - c) Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
 - d) Members may join the EGM through VC/OAVM Facility by following the procedure as mentioned below:
 - i. The members may participate in the Meeting through VC/OAVM Facility by clicking on the link being shared separately
 - ii. The said Facility shall be kept open for the Members from 15 minutes before the time scheduled to start the EGM and the Company shall close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the EGM.
 - iii. Members needing assistance with the use of technology before or during the EGM may contact the Helpline details given hereunder: -Ms. Gunjan Singh, Company Secretary at the contact number (+91) 9811413880
 - iv. Members, when a poll is required to be taken during the meeting on any resolution, may convey their votes at the email address: cs.nhim@nhai.org

NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

Registered Office: G-5 & 6, Sector-10, Dwarka, New Delhi– 110075,

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

CIN: U65929DL2020GOI366835

- e) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for participation in the EGM through VC/OAVM Facility. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to participate and vote at the EGM through VC or OAVM, are requested to send a certified copy of the Board Resolution at e-mail address, cs.nhim@nhai.org, latest by 10.00 a.m. on 21st August,2023.
- f) In line with the MCA Circulars, the Notice of the EGM will be available on the website of the Company at <https://nhaiinvit.in/>
- g) Since the EGM will be held through VC/OAVM Facility, hence the Route Map of the EGM Venue is not annexed to this notice.
- h) The copy of the Articles of Association (AOA) of the Company & other documents referred to in this Notice and Explanatory Statement shall be made available for inspection in electronic mode to all the members of the Company.
3. It may please be noted that the Notice of Extraordinary General Meeting has been issued pursuant to the provisions of Section 101 of the Companies Act, 2013 and that the consent for calling and holding the meeting with 'shorter notice' shall have to be given in writing by at least 95% of the members entitled to vote at the meeting.
4. Draft of the amended Articles of Association of the Company is enclosed as **Annexure-I** to the Notice.

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 1

Amendment in Articles of Association of the Company

Pursuant to SEBI (Issue and Listing of Non-Convertible Securities) (Amendment), Regulations, 2023 ("SEBI ILNCS Regulations") dated 2nd February 2023, the following provisions have been inserted in the SEBI ILNCS Regulations:

1. Regulation 18 (6A), states that the Trust Deed shall contain the provision, mandating the issuer to appoint the person nominated by the debenture trustee at the earliest and not later than one month from the date of receipt of a nomination from the debenture trustee.
2. Regulation 23(6), which states that the Article of Association ("AOA") of the Company shall include a provision with respect to the requirement for the Board of Directors to appoint such person nominated by the Debenture trustee as a nominee director on its board upon the occurrence of the circumstances laid down under the Regulation 15(1)(e) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Further, the Master Circular has been issued by SEBI on July 07, 2023, that clarifies that in relation to the InvITs registered with SEBI, the requirement for the Board of Directors to appoint a Nominee Director, who shall be nominated by a debenture trustee, shall be provided in the Articles of Association of Investment Managers of such InvITs.

The due date for amending the Trust deed of the issuer entity and Amending the Articles of Association of Investment Manager Company is 30th September 2023 as per the said Regulations and Master Circular.

In light of the above, it is Board of Directors at their meeting held on 11th August 2023, had considered, reviewed, approved, and recommended to shareholders the amendment of the Articles of Association of the Company to incorporate the applicable provisions regarding the appointment of Nominee Director by adding the Clause no. 2(1)(xiii) to the existing Clause 2(1) and new Clause no. 83B after existing clause no. 83A in the existing Articles.

NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED

Registered Office: G-5 & 6, Sector-10, Dwarka, New Delhi- 110075,

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

CIN: U65929DL2020GOI366835

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution set out at Item No. 1.

The Board recommends the resolution as set forth in Item no.1 of the Notice for the approval of the Members as a Special Resolution.

By Order of the Board
National Highways Infra Investment Managers Private Limited

Date: 11th August,2023

Place: New Delhi

Gunjan Singh
Company Secretary
FCS: 6112