

File Name	Meeting Date
NATIONAL HIGHWAYS INFRA TRUST (NHAI INVIT)	02-02-2024

## **NATIONAL HIGHWAYS INFRA TRUST**

**Ms. Gunjan Singh:** - So good morning all, We'll start with the third extraordinary meeting of National Highways Infra Trust. So we have Mr. Pradeep Singh Kharola the Director and Mr. M.P. Sharma who's also the independent Director present here through VC. We also have Mr. Azam Ansari who is the representative of the auditor of the Trust M/s A.R. and Company, on behalf of IDBI Trusteeship Mr. Mahendra has joined and Mr. Omkar has joined on behalf of the scrutinizer. So in accordance with the Sebi InvIT Regulation, we have issued notices of the third extraordinary meeting which is being held through video conferencing and we had provided facility to all the unit holders to exercise their votes through remote E voting facility. The cutoff date for determining voting rights for 25<sup>th</sup> January. So now we can start with the proceedings of the meeting and I request if Mr. Pradeep Singh Karola be appointed as Chairman for this meeting.

**Mr. Pradeep Singh Karola:** - Ok,

**Ms. Gunjan Singh:** - We have appointed MMJB and associates LLP as the Scrutinizer for this for the E voting. Now we can with the consent of unit holders we are taking.

**Kritika Gupta:** - Yeah, I'm Kritika Gupta. I'm representing Ontario Pension Plan subsidiary (Ontario Limited).

**Mr. Pradeep Singh Karola:** - Thank you, Madam.

**Ms. Gunjan Singh:** - Thanks, Kritika. So Kritika, I'll just brief you to very welcome you first to the third extraordinary meeting. So we have two directors present here and we have elected Mr. Pradeep Singh Karola as the Chairman for this meeting and as we are aware we have we are conducting this meeting this EGM through video conferencing and we have given the option to the unit holders to cast their vote to remote remote E voting. The cut off date for determining the voting rights for 25<sup>th</sup> January and we also the E voting period remained open from 9:00 AM on 30<sup>th</sup> January till 5:00 PM on 1<sup>st</sup> February. We have appointed MMJB and associates, the practicing company secretaries as a scrutinizer for the meeting and a representative on behalf of MMJB is there in this meeting. We also have the auditors representative and the trustees IDBI trustees representative here present at this meeting through VC. So now I call this meeting to order and we have the required number of unit holders also present here and I take the notice of extraordinary meeting as read. I just briefly read out the resolutions that were sent to the unit holders for approval to remote evoting. So basically there are three resolutions to be passed by ordinary voting. One was to consider, review and improve the policy of qualification and criteria for appointment of the unit holder nominee directors on the board of IM Company that is National Highways Infra Investment Managers Private Limited. The related resolutions are amendment in the articles of association of IM Company and Amendment and Investment Manager Management Agreement and Trust Deed. So I'll just briefly inform everyone here that basically the SEBI had notified the second amendment to the InvIT regulations on 18<sup>th</sup> August wherein they provided the voting rights to unit holders holding not less than 10% of unit through individually or collectively nominate the directors on the board of the IM Company and further to that they had notified one nomination circular wherein they had provided the framework to exercise the board nomination rights. Under this nomination circular and the amendment to the SEBI InvIT regulations, the IM company is required to formulate and adopt a policy for nomination of unit holder nominated for the qualification and criteria for appointment and evaluation parameters of unit holders nominee director. So we have placed this policy in this for this meeting for the approval of the unit holder and the articles also the articles of the IM company initially we

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had made the provision for appointment of the unit holders director in our articles as there were no separate SEBI provisions and now the SEBI has already notified last year the provisions for the said nomination. So therefore we have also asked for the voting of the unit holders to alter the articles of the IM company. Further to that SEBI regulations also provided for the necessary amendment in the investment management agreement and the trust deed to the extent of providing the necessary rights related to the this nomination by the unit holders for the their nominee director. So these are the three resolutions we had proposed to be passed in this EGM and if the unit holders have any query relating to the resolutions or any require any clarification in this regard. So we have the directors present here and the senior management also present here along with the auditors. So you may if you have any query you may please ask and along with that just want to add that though the unit holders who are not yet voted through remote E voting, the voting lines are open from the start of this meeting that it's 11:00 AM till 12 noon today.

**Mr. Pradeep Singh Karola:** - So that's it now. So we'll take it as approved, no other questions are there, we will take it as approved. So if there are no other questions from anyone, maybe we can take it as approved and move on.

**Ms. Gunjan Singh:** - Yeah, and the voting lines are already open.

**Speaker:** - there is no query so we can take their consent and go ahead.

**Ms. Gunjan Singh:** - Yes, sure.

**Speaker:** - Thank you.

**Ms. Gunjan Singh:** - So thank you all.

**Mr. Pradeep Singh Karola:** - The voting lines will be open till 12 noon. If anyone else can please continue. Thank you all.

**Speaker:** - Thank you.

**Speaker:** - Thank you.

**Speaker:** - Thank you.

**Speaker:** - Is that over?

**Mr. Pradeep Singh Karola:** - Yes, yes.

**Ms. Gunjan Singh:** - Sir, thank you, Sir. Thank you so much.

**Mr. Pradeep Singh Karola:** - Sir, thank you, Sir, thank.

**Speaker:** - You so much all the best.

**Speaker:** - Do we log out?

**Mr. Pradeep Singh Karola:** - Yes sir. Thank you.