

**NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS PRIVATE LIMITED**

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

Tel: 011-25076536, FAX: 011-25076536. Email: [nhiimpl@nhai.org](mailto:nhiimpl@nhai.org)

**CIN: U65929DL2020GOI366835**

Date: 10<sup>th</sup> December, 2022

<b>Corporate Relations Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 <b>Scrip Code: 543385</b>	<b>The Listing Department,</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 <b>Scrip ID/Symbol: NHIT</b>
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**Subject: Notice of Postal Ballot**

Dear Sir/Madam,

We refer to our previous intimation vide letter dated 8<sup>th</sup> December, 2022 regarding the outcome of resolution passed by circulation by the Board of Directors of National Highways Infra Investment Managers Private Limited, the Investment Manager (“IM”) of National Highways Infra Trust (“NHAI InvIT”) dated 7<sup>th</sup> December, 2022 .

Further to the same, please find attached Notice of Postal Ballot for seeking votes of unitholders of NHAI InvIT through e-voting for appointment of Non-Sponsor Directors.

Request you to take the same on record.

Sincerely,

For National Highways Infra Trust

By Order of the Board

**National Highways Infra Investment Managers Private Limited**

**Company Secretary and Compliance Officer**

## NATIONAL HIGHWAYS INFRA TRUST (NHAI InvIT)

(An Infrastructure Investment Trust registered with Securities & Exchange Board of India  
vide Registration No. IN/InvIT/20-21/0014)

Principal Place of Business: G-5 & 6, Sector-10, Dwarka, New Delhi- 110075

Tel: 011-25076536; Fax: +011 25076536;

Compliance Officer: Gunjan Singh; E-mail: [nhit@nhai.org](mailto:nhit@nhai.org) Website: [www.nhaiinvit.in](http://www.nhaiinvit.in)

### **NOTICE OF POSTAL BALLOT**

**NOTICE** is hereby given that pursuant to Clause 83A and Schedule A of the Articles of Association (AOA) of the National Highways Infra Investment Managers Private Limited (“IM Company”), acting in the capacity as Investment Manager to the National Highways Infra Trust (“NHAI InvIT”) and under other applicable provisions of the Companies Act, 2013 and SEBI (Infrastructure Investment Trust) Regulations, 2014 including any guidelines, circulars, notifications and clarifications framed or issued thereunder and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, the resolutions as set out in this Postal Ballot Notice are proposed to be passed by the unitholders (the “Unitholders”) of NHAI InvIT by way of Postal Ballot by voting through electronic means (“remote e-voting”).

An explanatory statement pertaining to the proposed resolutions setting out the material facts and reasons thereto is annexed with the Postal Ballot Notice for your consideration.

The Board of Directors of IM Company has appointed Mr. Omkar Dindorkar, (Membership No.: 43029, COP: 24580), failing him Mrs. Deepti Kulkarni (Membership No.: 34733, COP: 22502), Partners, MMJB & Associates LLP as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The **remote e-voting period** commences on **Monday, 12<sup>th</sup> December, 2022 from 9.00 A.M. (IST) and ends on Monday, 2<sup>nd</sup> January, 2023 at 5.00 P.M. (IST).**

Unitholders are requested to carefully read the e-voting instructions mentioned in the Notes under the section ‘**Voting through electronic means**’ in this Notice.

The Scrutinizer will submit his report to the Board of Directors of the Investment Manager (the “Board”) or to any other person authorized by the Board after the completion of the scrutiny of e-voting in a fair and transparent manner. The results shall be declared on or before Wednesday, 4<sup>th</sup> January, 2023 and communicated to the Stock Exchanges and shall also be displayed on the Trust’s website: [www.nhaiinvit.in](http://www.nhaiinvit.in) and on the website of the Kfintech at <https://evoting.kfintech.com>.

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### **PROPOSED RESOLUTIONS:**

#### **ITEM NO. 1:**

##### **Approval for appointment of Ms. Kavita Saha (DIN: 03313543) as Non-Sponsor Director:**

To consider and if thought fit, to pass without modification(s), the following resolution with approval from unit holders which shall be subject to the highest number of votes received amongst other resolutions:

“**RESOLVED THAT** pursuant to Clause 83A and Schedule A of the Articles of Association (AOA) of the National Highways Infra Investment Managers Private Limited (“IM Company”), acting in the capacity as Investment Manager to the National Highways Infra Trust (“NHAI InvIT”) and under other applicable provisions of the Companies Act, 2013 and SEBI (Infrastructure Investment Trust) Regulations, 2014 including any guidelines, circulars, notifications and clarifications framed or issued thereunder and subject to the approval of the shareholders of the IM Company, the consent and approval of the Unitholders be and is hereby accorded to appoint Ms. Kavita Saha (DIN: 03313543), as a Non- Sponsor Director on the Board of the IM Company for the period of one year from the date of appointment, who has been nominated by the eligible persons and is eligible to be appointed as Director and has also given her consent to act as the Non-Sponsor Director of the IM Company.”

#### **ITEM NO. 2:**

##### **Approval for appointment of Mr. Bruce Crane (DIN: 08403603) as Non-Sponsor Director:**

To consider and if thought fit, to pass without modification(s), the following resolution with approval from unit holders which shall be subject to the highest number of votes received amongst other resolutions:

“**RESOLVED THAT** pursuant to Clause 83A and Schedule A of the Articles of Association (AOA) of the National Highways Infra Investment Managers Private Limited (“IM Company”), acting in the capacity as Investment Manager to the National Highways Infra Trust (“NHAI InvIT”) and under other applicable provisions of the Companies Act, 2013 and SEBI (Infrastructure Investment Trust) Regulations, 2014 including any guidelines, circulars, notifications and clarifications framed or issued thereunder and subject to the approval of the shareholders of the IM Company, the consent and approval of the Unitholders be and is hereby accorded to appoint Mr. Bruce Crane (DIN: 08403603), as a Non- Sponsor Director on the Board of the IM Company for the period of one year from the date of appointment, who has been nominated by the eligible persons and is eligible to be appointed as Director and has also given his consent to act as the Non-Sponsor Director of the IM Company.”

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**ITEM NO. 3:**

**Approval for appointment of Mr. Shashikant Rathi (DIN: 06979448) as Non-Sponsor Director:**

To consider and if thought fit, to pass without modification(s), the following resolution with approval from unit holders which shall be subject to the highest number of votes received amongst other resolutions:

“**RESOLVED THAT** pursuant to Clause 83A and Schedule A of the Articles of Association (AOA) of the National Highways Infra Investment Managers Private Limited (“IM Company”), acting in the capacity as Investment Manager to the National Highways Infra Trust (“NHAI InvIT”) and under other applicable provisions of the Companies Act, 2013 and SEBI (Infrastructure Investment Trust) Regulations, 2014 including any guidelines, circulars, notifications and clarifications framed or issued thereunder and subject to the approval of the shareholders of the IM Company, the consent and approval of the Unitholders be and is hereby accorded to appoint Mr. Shashikant Rathi (DIN: 06979448), as a Non- Sponsor Director on the Board of the IM Company for the period of one year from the date of appointment, who has been nominated by the eligible persons and is eligible to be appointed as Director and has also given his consent to act as the Non-Sponsor Director of the IM Company.”

**For National Highways Infra Trust**

By Order of the Board

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

Sd/-

Gunjan Singh

**Company Secretary and Compliance Officer**

**Date:** 8<sup>th</sup> December, 2022

**Place:** New Delhi

**Principal Place of Business/Registered Office and Contact Details of Trust:**

**National Highways Infra Trust**

G - 5 & 6, Sector 10, Dwarka,

New Delhi – 110 075

**SEBI Registration Number:** IN/InvIT/20-21/0014

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**Compliance Officer:** Gunjan Singh; E-mail: [nhit@nhai.org](mailto:nhit@nhai.org) **Website:** [www.nhaiinvit.in](http://www.nhaiinvit.in)

**Tel:** +91 11 2507 4100/4200

**E-mail:** [nhit@nhai.org](mailto:nhit@nhai.org)

**Website:** [www.nhaiinvit.in](http://www.nhaiinvit.in)

**Compliance Officer:** Ms. Gunjan Singh

**Registered Office and Contact Details of the Investment Manager:**

**National Highways Infra Investment Managers Private Limited**

G - 5 & 6, Sector 10, Dwarka,

New Delhi – 110 075

**CIN:** U65929DL2020GOI366835

**Email Id:** [cs.nhim@nhai.org](mailto:cs.nhim@nhai.org)

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### NOTES:

1. Pursuant to Clause 83A and Schedule A of the Articles of Association (AOA) of the National Highways Infra Investment Managers Private Limited (“IM Company”), acting in the capacity as Investment Manager to the National Highways Infra Trust (“NHAI InvIT”), and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, the resolutions as set out in this Postal Ballot Notice are proposed to be passed by the unitholders (the “Unitholders”) of NHAI InvIT by way of Postal Ballot by voting through electronic means (“remote e-voting”).
2. The explanatory statement stating all material facts and the reasons for the proposed resolution is annexed herewith.
3. **Only the non-sponsor unitholders of NHAI InvIT shall be eligible to cast their votes on the aforementioned resolutions. Votes casted by the sponsor unitholders, if any, would be considered as invalid.**
4. **Out of all the resolutions proposed, the two resolutions which will receive the highest number of votes shall be considered to have been passed, and the other resolution will be deemed to have been failed. For unambiguity, it is clarified that the negative voting will not be considered while calculating the majority votes of the Eligible persons.**
5. **Remote e-Voting:** The Investment Manager on behalf of National Highways Infra Trust (“NHAI InvIT”) has engaged the services of M/s. KFin Technologies Limited (“KFintech”), the Registrar and Transfer Agent (“RTA”) of NHAI InvIT for the purpose of providing remote e-voting facility to the Unitholders. Kindly refer Notes to this Notice for detailed instruction for remote E-voting.
6. The **remote e-voting period commences on Monday, 12<sup>th</sup> December, 2022 from 9.00 A.M. (IST) and ends on Monday, 2<sup>nd</sup> January, 2023 at 5.00 P.M. (IST).**
7. Postal Ballot Notice is being sent to those Unitholders whose names appear in the List of Beneficial Owners received from Kfin Technologies Limited as on the close of business hours on Thursday, 8<sup>th</sup> December, 2022 (“cut-off date”). Eligible Unitholders as on the cut-off date would be entitled to vote and a person who is not a Unitholder as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
8. A Unitholder cannot exercise his/her vote by proxy on Postal Ballot.

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9. Resolution(s) as approved by the majority of the Eligible Unitholders through Postal Ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the Unitholders.
10. The Resolution(s), if approved, shall be deemed to have been passed on the last date of e-voting i.e. Monday, 2nd January, 2023.
11. Mr. Omkar Dindorkar, (Membership No.: 43029, COP: 24580), failing him Mrs. Deepti Kulkarni (Membership No.: 34733, COP: 22502), Partners, MMJB & Associates LLP are appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Notice is being sent to Unitholders on their registered/ updated/ available email Ids with the NHAI InvIT/ RTA except for those Unitholders whose email Ids are not registered/ updated/ available with the NHAI InvIT and/or RTA. The Unitholders shall vote through electronic mode only as per the instructions for e-voting provided in the Notice.
13. Only those Eligible Unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the close of business hours on the cut-off date i.e. Thursday, 8<sup>th</sup> December, 2022 will be entitled to cast their votes, in proportion to their Units of the Unit capital of NHAI InvIT.
14. Wherever required or possible, the Unitholders are requested to address all correspondence including distribution matters to the RTA by e-mail to [nhai.invit@kfintech.com](mailto:nhai.invit@kfintech.com).
15. The Notice can also be accessed from the website of the Trust: [www.nhaiinvit.in](http://www.nhaiinvit.in) as well Stock exchanges on which the units of Trust are listed and also disseminated on the website of CDSL and NSDL.
16. All the documents referred to in the accompanying notice shall be available for inspection through electronic mode, on the basis of the request being sent to [nhit@nhai.org](mailto:nhit@nhai.org).
17. The scrutinizer will submit its report to the Compliance Officer of the Investment Manager after the completion of the scrutiny of e-voting in a fair and transparent manner. The results shall be declared on or before Wednesday, 04<sup>th</sup> January, 2023 and communicated to the Stock Exchanges and shall also be displayed on the Trust's website: [www.nhaiinvit.in](http://www.nhaiinvit.in) and on the website of the KFinTech at <https://evoting.kfintech.com>.
18. The Securities and Exchange Board of India (the "SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market.

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Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

19. Unitholders who have not registered their email address so far are requested to register their email address for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of NHAI InvIT, electronically.

### 20. Instructions for and remote e-voting are given below:

- i. The Board of Directors has appointed Mr. Omkar Dindorkar, (Membership No.: 43029, COP: 24580), failing him Mrs. Deepti Kulkarni (Membership No.: 34733, COP: 22502), Partners, MMJB & Associates LLP, to act as Scrutinizer, to scrutinize the remote e-Voting process in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting period, unblock the votes cast through remote e-Voting and make, not later than 48 hours of the conclusion of the last day of voting, a consolidated Scrutinizer's Report of the total votes casted, to the compliance officer of the IM Company, who shall countersign the same.
- iii. The Results declared along with the report of the Scrutinizer shall be placed on the website of NHAI InvIT at <https://nhaiinvit.in/>, and on the website of the KFinTech at <https://evoting.kfintech.com>. The results shall also be immediately forwarded to the Stock Exchange(s), where the units of the Company are listed.

**In order to enable ease of voting by the Unitholders, we are providing below the key details regarding the remote e-voting:**

Particulars	Details
Link for remote e-Voting	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>
Helpline number for remote e-Voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
Cut-off date for remote e-Voting	Thursday, 08 <sup>th</sup> December, 2022
Time period for remote e-Voting	Monday, 12 <sup>th</sup> December, 2022 at 09:00 a.m. (IST) and ends on Monday, 02 <sup>nd</sup> January, 2023 at 5:00 p.m. (IST).



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### The instructions for the Unitholders voting electronically are as under:

The voting period begins on Monday, 12<sup>th</sup> December, 2022 at 09:00 a.m. (IST) and ends on Monday, 02<sup>nd</sup> January, 2023 at 5:00 p.m. (IST). During this period, Unitholders of the Trust holding units either in physical form or in dematerialized form, as on the closure of the working hours of the cut-off date of Thursday, 08<sup>th</sup> December, 2022 may cast their vote electronically. The e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on the resolution(s) is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently.

- i. In terms of SEBI circular on e-Voting facility provided by Listed entities, Individual unitholders holding units in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual unitholders holding units in Demat mode** is given below:

Type of shareholders	Login Method
Individual unitholders holding units in Demat mode with CDSL	<p>1) <b>Users of who have opted for CDSL's Easi / Easiest facility</b></p> <ol style="list-style-type: none"><li>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> Or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li><li>ii. Click on icon New System Myeasi</li><li>iii. Login with your registered User ID and Password.</li><li>iv. The user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company, (Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly)</li><li>v. Click on e-Voting service provider name to cast your vote.</li></ol> <p>2) <b>User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"><li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li></ol>

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	<p>ii. Proceed with completing the required fields. iii. Follow the steps given in point no. 1.</p> <p><b>3) Users may alternatively vote by directly accessing the e-Voting website of CDSL</b></p> <p>i. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. iv. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual unitholders holding units in demat mode with NSDL	<p><b>1) Existing IDeAS Users:</b></p> <p>i. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> ii. Click on the “Beneficial Owner” icon under “Login” available under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote.</p> <p><b>2) Users not registered for IDeAS eServices</b></p> <p>i. To register, click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> ii. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> iii. Proceed with completing the required fields. iv. Follow the steps given in point no. 1</p> <p><b>3) Users may alternatively vote by directly accessing the e-Voting website of NSDL</b></p> <p>i. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p>

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	<p>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>v. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote.</p>
Individual unitholders (holding units in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote.

### **Important note:**

Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available at above mentioned websites.

Helpdesk for Individual unitholders holding units in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL is as under:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Unitholders holding securities in Demat mode with <b>CDSL</b>	Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Unitholders holding securities in Demat mode with <b>NSDL</b>	Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

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	For Unitholders holding units in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat unitholders as well as physical unitholders) <ul style="list-style-type: none"><li>• Unitholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or RTA, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Unitholders holding units **in physical form** will then directly reach the Company selection screen. Kindly note that the details can be used only for e-voting on the resolutions contained in this Notice.

However, for unitholders holding units **in demat form** will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL/ NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iii) Click on the EVSN "7124" on which you choose to vote.
- (iv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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vide Registration No. IN/InvIT/20-21/0014)

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Tel: 011-25076536; Fax: +011 25076536;

Compliance Officer: Gunjan Singh; E-mail: [nhit@nhai.org](mailto:nhit@nhai.org) Website: [www.nhaiinvit.in](http://www.nhaiinvit.in)

- (v) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (vii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (viii) Unitholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Unitholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xii) Unitholders can also download NSDL Mobile App “NSDL Speede” facility from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xiii) **Note for Institutional Unitholders and Custodians**
  - Institutional Unitholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.kfintech.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [omkardindorkar@mmjc.in](mailto:omkardindorkar@mmjc.in)

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [evoting@kfintech.com](mailto:evoting@kfintech.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [evoting@kfintech.com](mailto:evoting@kfintech.com).

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### **EXPLANATORY STATEMENT**

#### **Item No. 1, 2 and 3:**

#### **Approval for appointment of the Nominated Non-Sponsor Director:**

Pursuant to clause 83A of the Articles of Association (“AOA”) of the of the National Highways Infra Investment Managers Private Limited (“IM Company”), acting in the capacity as Investment Manager to the National Highways Infra Trust (“NHAI InvIT”), the Eligible Persons are entitled to have representation on the Board of Directors of the IM Company through the appointment of up to 2 (two) Directors (“Non-Sponsor Directors”).

As per the terms of Schedule A of the AoA, if the number of nominations received is less than or equal to 2 (two), each such nominated candidate shall be deemed to have been approved by a majority vote of the eligible persons and the Company shall convene a Board Meeting within 7 days to appoint such nominated candidate(s) as Non-Sponsor Director(s) to the Board.

However, if the number of nominations received exceeds the number of Non-Sponsor Directors to be appointed (i.e. more than 2) the Compliance Officer shall cause a notice of postal ballot/ e-voting to be sent to unitholders for convening a meeting of unitholders and the Company shall convene a meeting of the Board of IM Company within 7 days after the receipt of the scrutinizer’s report (giving names of top two nominees ) and based on such report, the Board of the IM Company shall recommend the appointment of relevant nominated candidate(s) as Directors to the shareholders of the Company.

Accordingly, the NHAI InvIT through their Registrar and Transfer Agent i.e. KFin Technologies Limited (“KFintech” or “RTA”) via e-mail on 1<sup>st</sup> December, 2022 had called from the eligible persons for the nominations to be appointed as Non-Sponsor Director, who is eligible for being appointed as director in accordance with the Companies Act, 2013 and has given his/her consent to act so.

In this regard, NHAI InvIT had received following 3 (three) nominations from the eligible persons to be appointed as Non-Sponsor Director on the Board of the IM Company in accordance with provisions of the Articles of Associations read along with the Companies Act, 2013 and the SEBI (Infrastructure Investment Trust) Regulations, 2014 including any guidelines, circulars, notifications and clarifications framed or issued thereunder:

1. Nomination from Canada Pension Plan Investment Board [CPP INVESTMENT BOARD PRIVATE HOLDINGS 4 INC (“CPPIB PHI-4”)] for appointing Ms. Kavita Saha on the Board of the Company.

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2. Nomination from Ontario Teachers' Pension Plan Board (OTPPB) for appointing Mr. Bruce Crane the Board of the Company.
3. Mr. Shashikant Rathi

Further, in accordance with Schedule A of the Articles of Association of the IM Company, the details related to the nominated persons are given as **Annexure - 1** to the explanatory statement, which is annexed herewith.

The NHAI InvIT and the IM Company have received consents from the above three Directors in Form DIR-2 pursuant to Section 152(5) of the Companies Act, 2013 ("Act") read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to act as Director and intimation in Form DIR-8 in terms of Section 164(2) of the Act read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 that they are not disqualified from being appointed as a Director.

Unitholders are thereby requested to vote for the persons they wish to appoint as Non-Sponsor Directors. The said persons shall be appointed as Non-Sponsor Director subject to the approval of the shareholders of IM Company.

Additionally, out of all the resolutions proposed, the two resolutions which will receive the highest number of votes shall be considered to have been passed, and the other resolution will be deemed to have been failed. For unambiguity, it is clarified that the negative voting will not be considered while calculating the majority votes of the Eligible persons.

None of the directors or key personnel and/or their relatives of the Investment Manager, are in any way, financially or otherwise, interested or concerned in this resolution.

We look forward to having your continued support and patronage.



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**ANNEXURE- 1**

**Details of Nominated Persons**

<b>Particulars</b>	<b>1</b>	<b>2</b>	<b>3</b>
<b>Name</b>	<b>Ms. Kavita Saha</b>	<b>Mr. Bruce Ross Crane</b>	<b>Mr. Shashikant Rathi</b>
<b>DIN</b>	03313543	08403603	06979448
<b>Age</b>	51 years	49 years	45 years
<b>Qualifications</b>	B.Sc(H) Physics graduate from Kirori Mal College and an MBA from Faculty of Management Studies, Delhi University. She is a CFA Charterholder	Bachelor's degree in Civil Engineering from Lehigh University and an MBA from the Columbia Business School	CA, CS and B.Com(Hons) from Calcutta University
<b>Background</b>	Ms. Kavita Saha is currently Managing Director, Infrastructure and Sustainable Energies in the real assets department of CPPIB India Advisors Private Limited. Prior to this, she has been associated with Barclays Bank PLC, IL&FS Investsmart Limited and asset and wealth management department of JP Morgan India Private Limited.	Mr. Bruce Ross Crane is currently Senior Managing Director, Infrastructure and Natural Resources (Asia Pacific) at Ontario Teachers' Pension Plan. Prior to joining Ontario Teachers', Bruce spent nearly 10 years at OMERS Infrastructure where he most recently led their investing efforts in Asia. Previously, he was based in New York where he focused on North & South America transport and energy related investments. While	Mr. Shashikant Rathi is a Chartered Accountant with over 22 years of experience in the financial sector and markets. He started the career in Unit Trust of India, the oldest mutual fund in India and joined Axis Bank in 2003 where he have worked across multiple segments covering fixed income markets, capital markets, proprietary trading, investments, balance sheet and liquidity managements before becoming the

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		at OMERS, he served on Boards at Midland Cogeneration Ventures, Chicago Skyway, GNLQ Regas (Chile) and IndInfravit Tollroads (India). Prior to that, Bruce worked in Investment Banking at UBS (NYC) and Morgan Stanley (Houston) and earlier as a Field Engineer for Foster Wheeler (global).	treasurer of the bank in 2015.
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