

Date: 25th July, 2025

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
---	--

Ref: Scrip Code: 543385; Scrip ID/Symbol: NHIT

Subject: Proceedings of the Fourth Annual Meeting of the Unitholders of National Highways Infra Trust

Dear Sir/Madam,

We, 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 Fourth Annual Meeting (“**AM**”) of the Unitholders of NHIT held on , 25th July, 2025 at 4:00 p.m. through Video Conferencing (“**VC**”)/ Other Audio Visual Means (“**OAVM**”) was also provided in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“**SEBI InvIT Regulations**”) read with SEBI Master Circular bearing reference no . SEBI/HO/DDHS-PoD 2/P/CIR/2025/102 dated 11th July, 2025 (the “**SEBI Master Circular**”) and other relevant circulars issued by SEBI in this regard, from time to time, and in furtherance of the Notice to the Unitholders dated 28th June, 2025.

In connection with the same, please find the summary of proceedings of the AM 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 Annual Meeting

The 4th Annual Meeting (“AM”) of National Highways Infra Trust (“NHIT” or “Trust”) was held on Friday, 25th July, 2025, through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of the Unitholders at a common venue, in compliance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) and SEBI Master Circular bearing reference no. SEBI/HO/DDHS-PoD2/P/CIR/2025/102 dated 11th July, 2025 read with previous circulars issued in this regard from time to time issued by the Securities and Exchange Board of India (the “SEBI Circulars”).

Directors, KMPs and Leadership team present:

- | | |
|------------------------------|--|
| 1. Mr. Shailendra Narain Roy | -Independent Director, Chairperson- Nomination and Remuneration Committee & Stakeholder Relationship Committee, Member-Audit Committee |
| 2. Mr. Pradeep Singh Kharola | -Independent Director, Chairperson- Audit Committee |
| 3. Mr. Mahavir Parsad Sharma | -Independent Director |
| 4. Mr. Rakshit Jain | -Managing Director and CEO |
| 5. Ms. Gunjan Singh | -Company Secretary and Compliance Officer |
| 6. Mr. Mathew George | -Chief Financial Officer |

Invitees present:

- | | |
|-------------------------------|--|
| 1. Mr. Pawan K Goel | -Representative of the Statutory Auditors, M/s A.R. & Co. |
| 2. Mr. Mahendra Singh Chouhan | -Representative of the IDBI Trusteeship Services Ltd acting as Trustee to the NHIT |
| 3. Mr. Nilesh Jain | -Representative of the Valuer, M/s. Ernst & Young Merchant Banking Services LLP |
| 4. Mr. Vaibhav Garg | -Representative of the Secretarial Auditor, M/s Garg Vaibhav & Associates |
| 5. Mr. Kaushal Dalal | -Scrutinizer, on behalf of M/s KDA & Associates |

Total **5 (Five)** unitholders were present for this AM.

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

Thereafter, she introduced the members of the Board and requested them to elect one of themselves as the Chairman of this meeting. Mr. Pradeep Singh Kharola was elected as the Chairman of the meeting and welcomed all the Unitholders and stated that in accordance with the SEBI Circulars, the 4th Annual Meeting of NHIT is being held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) . Thereafter, the Chairman called the meeting to order and ascertained the presence of quorum.

Ms. Gunjan Singh, introduced the Board Members, Key Managerial Personnel and the Leadership Team present through Video Conferencing from their respective locations and informed that the Mr. Mahendra Singh Chouhan, Authorised Representatives of the IDBI Trusteeship Services Ltd acting as Trustee to the NHIT, Mr. Pawan K Goel, Partner, on behalf of M/s A.R. & Co, Representatives of Auditors of Trust, Mr. Vaibhav Garg on behalf of M/s Garg Vaibhav & Associates, Representative of the Secretarial Auditor, Mr. Nilesh Jain on behalf of M/s Ernst & Young Merchant Banking Services LLP, a Representative of the Valuer and Mr. Kaushal Dalal on behalf of M/s KDA & Associates Practicing Company Secretaries, Representative of Scrutinizers, have also joined the meeting. She further informed that Chairperson of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee were also present in the Meeting.

It was informed to the Unitholders that the NHIT, in accordance with SEBI InvIT Regulations, had provided a facility to the Unitholders to exercise their votes on the resolutions proposed in the notice dated 28th June, 2025, through the remote e-voting facility. The Cut-off date for determining the voting rights of Unitholders entitled to participate in the voting process was Friday, 18th July, 2025. Further, the e-voting period remained open from 9.00 a.m. (IST) on Monday, 21st July, 2025, till 05.00 p.m. (IST) on Thursday, 24th July, 2025. He added that the facility for voting through the e-voting system is available during the Meeting and has been activated for Unitholders who had not cast their vote prior to the Meeting.

Further, the Unitholders 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 AM.

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 KFinTech at <https://evoting.kfintech.com> not later than 48 hours of the conclusion of the meeting.

Following that, the Annual Meeting Notice convening the meeting was taken as read by the Chairman.

Ms. Gunjan Singh, thereafter briefed resolutions given in the said Annual Meeting Notice for approval of unitholders and invited queries from Unitholders present at the meeting.

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

Thereafter, the following resolutions were transacted by the Unitholders:

Sr. No.	Resolutions
1	To consider and adopt Audited Standalone Financial Statements and Audited Consolidated Financial Statements of National Highways Infra Trust ("NHIT") as at and for the Financial Year ended 31 st March, 2025, together with the report of the Auditors thereon for the financial year ended 31 st March, 2025, and the report on Performance of NHIT
2	To consider and adopt the Valuation Report of the Assets of National Highways Infra Trust ("NHIT" or "Trust") for the Financial year ended 31 st March, 2025
3	To consider and approve the re-appointment of Statutory Auditors of National Highways Infra Trust ("NHIT" or "Trust") for the period from Financial Year 2025-26 till the Financial Year 2029-30 and fixation of their remuneration

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

The meeting commenced at 4.00 p.m. (IST) and concluded at 4:25 p.m. (IST) after being opened for 15 minutes for e-voting to be completed.

Post completion of the AM and after scrutiny of votes, the Scrutinizer submitted his report. As per the report submitted by the Scrutinizer considering the consolidated results of the remote e-voting held prior to and e-voting during the AM, all resolutions embodied in the Notice of AM were passed with the requisite majority as required under the SEBI InvIT Regulations.

For National Highways Infra Trust

By Order of the Board

National Highways Infra Investment Managers Private Limited

Gunjan Singh

Company Secretary and Compliance Officer