
Notice of 1st Annual General Meeting



NOTICE OF THE FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the First Annual General Meeting (“AGM”) of the Unitholders (“Unitholders”) of Highways Infrastructure Trust (the “Trust”) will be held on Friday, July 21, 2023 at 10:30 a.m. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) without the physical presence of the Unitholders and the deemed venue for the meeting shall be at the principal place of business of the Trust, in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 (“SEBI InvIT Regulations”) read with SEBI circular bearing reference no. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, 2023 (the “SEBI Circular”) and other relevant circulars issued by SEBI in this regard, from time to time, to transact the businesses mentioned below: -

ORDINARY BUSINESS:

ITEM NO. 1:

TO CONSIDER AND ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF HIGHWAYS INFRASTRUCTURE TRUST FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND THE REPORT ON PERFORMANCE OF THE TRUST.

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of a simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of SEBI InvIT Regulations.

“RESOLVED THAT pursuant to the applicable provisions, if any, of the SEBI (Infrastructure Investment Trust) Regulations, 2014 and the circulars, clarifications, notifications, and guidelines issued thereunder,

and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of Highways Infrastructure Trust (the “Trust”) as at and for the financial year ended March 31, 2023 together with the Report of the Auditors and the report on the performance of the Trust be and are hereby approved and adopted.”

“RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary and Compliance Officer of Highway Concessions One Private Limited (the “Investment Manager”) be and are hereby severally authorised on behalf of the Trust to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers and to do all acts, deeds, things, and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of the Trust, as it may deem fit.”

ITEM NO. 2:

TO CONSIDER AND ADOPT THE VALUATION REPORT OF THE ASSETS OF HIGHWAYS INFRASTRUCTURE TRUST FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023.

To consider and if thought fit, to pass with or without modification(s), to pass with or without modification(s), the following resolution by way of a simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

“RESOLVED THAT pursuant to Regulations 13, 21, 22 and Schedule V of

the SEBI (Infrastructure Investment Trust) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any, (including any statutory modification or reenactment thereof for the time being in force), the Valuation Report of Highways Infrastructure Trust (the “Trust”) for the financial year ended March 31, 2023 issued by Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238) as an Independent Valuer for the Trust as on May 12, 2023 providing for the assets of the Trust, be and is hereby approved and adopted.”

ITEM NO. 3:

TO RATIFY THE APPOINTMENT AND REMUNERATION OF THE VALUER OF THE HIGHWAYS INFRASTRUCTURE TRUST FOR THE FINANCIAL YEAR 2022-23.

To ratify the appointment and remuneration of Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238) as the Independent Valuer of the Trust for the financial year 2022-23 and, if thought fit, to pass with or without modification(s), the following resolution by way of a simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution by unit holders, so entitled and voting) in terms of regulation 22 of the SEBI InvIT Regulations.

“RESOLVED THAT pursuant to the provisions regulations 10(5), 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circulars and guidelines issued thereunder (“SEBI InvIT Regulations”) (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the Appointment of Auditor and Valuer Policy of Highways Infrastructure Trust (the “Trust”), the appointment

NOTICE (CONTD.)

of Mr. S. Sundararaman, Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10238) as the Valuer of the Trust and its Project Special Purpose Vehicles (SPVs) for the financial year 2022-23, who had confirmed their eligibility to be appointed as the Valuer in terms of provisions of the SEBI InvIT Regulations on such terms and conditions as is or may be mutually agreed by and between the Highway Concessions One Private Limited (the Investment Manager) and the Valuer, be and is hereby ratified."

"RESOLVED FURTHER THAT the each director, Chief Financial Officer and Company Secretary and Compliance Officer or Ms. Meghana Singh, authorized signatory or Mr. Praveen Kumar, authorized signatory of Highway Concessions One Private Limited (the **"Investment Manager"**) is hereby jointly and severally authorized to inform all regulatory, statutory and governmental authorities, as may be required under applicable laws, and in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Investment Manager to be in the best interest of the Trust."

ITEM NO. 4:

TO CONSIDER AND APPROVE THE APPOINTMENT OF VALUER OF THE HIGHWAYS INFRASTRUCTURE TRUST FOR THE FINANCIAL YEAR 2023-24 AND FIX THEIR REMUNERATION.

To consider and appoint Mr. S. Sundararaman, Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10238), as the Independent Valuer of the Trust for the financial year 2023-24 and, if thought fit, to pass with or without modification(s), the following resolution by way of a simple majority (i.e. where the votes cast in favour of the resolution are

required to be more than the votes cast against the resolution by unit holders, so entitled and voting) in terms of regulation 22 of the SEBI InvIT Regulations.

"RESOLVED THAT pursuant to the provisions of Regulations 10(5), 22 and other applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any, (**"SEBI InvIT Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Appointment of Auditor and Valuer Policy of Highways Infrastructure Trust (the **"Trust"**), Mr. S. Sundararaman, Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10238), who have confirmed their eligibility to be appointed as the Valuer of the Trust and its Project Special Purpose Vehicles (SPVs) for the financial year 2023-24, in terms of provisions of the SEBI InvIT Regulations, on such terms and conditions, including at such remuneration as may be mutually agreed by and between the Highway Concessions One Private Limited (the Investment Manager) and the Valuer, be and is hereby approved."

"RESOLVED FURTHER THAT each of the directors, Chief Financial Officer and Company Secretary and Compliance Officer or Ms. Meghana Singh, authorized signatory or Mr. Praveen Kumar, authorized signatory of Highway Concessions One Private Limited (the **"Investment Manager"**) is hereby jointly and severally authorized to finalize the terms and conditions of the aforesaid appointment, including remuneration, in consultation with the Valuer and to inform all regulatory, statutory and governmental authorities, as may be required under applicable laws, and in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution

or as otherwise considered by the Investment Manager to be in the best interest of the Trust, as it may deem fit"

ITEM NO. 5:

TO CONSIDER THE RATIFICATION AND APPROVAL OF APPOINTMENT OF AUDITORS FOR THE 5 (FIVE) CONSECUTIVE YEARS COMMENCING FROM FY 2022-23 TILL FY 2026-27 AND FIX THEIR REMUNERATION.

To consider the appointment of M/s. Walker Chandiook & Co LLP (ICAI Firm Registration Number: 001076N/N500013) as the Auditors of the Highways Infrastructure Trust (the **"Auditor"**) for a period of not more than 5 (five) years from FY 2022-23 till FY 2026-27, and, if thought fit, to pass with or without modifications(s), the following resolution by way of a simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22(4) and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

"RESOLVED THAT pursuant to the provisions of Regulations 10(5), 10(6), 10(6A), 10(6B), 13, 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 read with circulars and guidelines issued thereunder (**"SEBI InvIT Regulations"**) (including any statutory modification or reenactment thereof, for the time being in force) and in accordance with the Appointment of Auditor and Valuer Policy of Highways Infrastructure Trust (the **"Trust"**), the appointment of M/s. Walker Chandiook & Co LLP (ICAI Firm Registration Number: 001076N/N500013) (appointed in consultation with Axis Trustee Services Limited) as the statutory auditors for the Trust for the Financial Year 2022-23 on such terms and conditions, including

NOTICE (CONTD.)

fees, as decided by the Board of Directors of the Investment Manager, be and is hereby considered and ratified”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Regulations 10(5), 10(6), 10(6A), 10(6B), 13, 22 and other applicable provisions of the SEBI InvIT Regulations read with circulars and guidelines issued thereunder (including any statutory modification or reenactment thereof, for the time being in force) and in accordance with the Appointment of Auditor and Valuer Policy of the Trust, the appointment of M/s. Walker Chandio & Co LLP (ICAI Firm Registration Number: 001076N/N500013) (appointed in consultation with Axis Trustee Services Limited) as the statutory auditors for the Trust for a period of Five Years, commencing from the Financial Year 2022-23 till the Financial Year 2026-27 on such terms and conditions, including fees, as decided by the Board of Directors of the Investment Manager, be and is hereby considered, ratified and approved.”

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary and Compliance Officer of Highway Concessions One Private Limited (the Investment Manager) be and are hereby severally authorised on behalf of the Trust to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers and to do all acts, deeds, things, and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of the Trust as it may deem fit.”

For Highways Infrastructure Trust

By Order of the Board
Highway Concessions One Private Limited
 (as the Investment Manager of Highways Infrastructure Trust)

Sd/-
Kunjal Shah
Company Secretary and Compliance Officer
 Monday, June 26, 2023
 Place: Mumbai

Principal Place of Business and Contact Details of the Trust:

Highways Infrastructure Trust
 2nd Floor, Piramal Tower, Peninsula Corporate Park,
 Lower Parel, Mumbai 400 013
SEBI Registration Number: IN/InvIT/21-22/0019
Tel: +91 75063 33447
E-mail: Compliance.highwaysinvit@highwayconcessions.com
Website: www.highwaystrust.com
Compliance Officer: Ms. Kunjal Shah

Registered Office and Contact Details of the Investment Manager:

Highway Concessions One Private Limited
 Unit No. 316-317, 3rd Floor, C Wing, Kanakia Zillion,
 BKC Annex, Kurla West, Mumbai City 400 070
CIN: U45200MH2010PTC208056
Email Id: Compliance.highwaysinvit@highwayconcessions.com
Contact Person: Ms. Kunjal Shah

NOTES:

1. Pursuant to Regulation 22(3)(a) of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 (“**SEBI InvIT Regulations**”) read with SEBI circular bearing reference no. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, (the “**SEBI Circular**”) and other relevant circulars issued by SEBI in this regard, from time to time, the First Annual Meeting (‘**AGM**’) of the Trust is being held through Video Conferencing (‘**VC**’) or Other Audio Visual Means (‘**OAVM**’) which does not require the physical presence of the Unitholders at a common venue, subject to the fulfilment of conditions as specified in the relevant circulars issued thereunder. In compliance with the aforesaid, unitholders can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the principal place of business of the Trust.
2. The explanatory statement stating all material facts and the reasons for the proposed resolution is annexed herewith.
3. The Trust is providing an e-voting facility to the Unitholders for the transaction enlisted in the Notice. Therefore, the detailed instructions for e-Voting are attached as “**Annexure- I**” to this Notice.
4. Since this AGM is being held pursuant to the SEBI Circular through VC / OAVM, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Investment Manager on behalf of the Trust has engaged the services of M/s. Link Intime India Private Limited (“**Link Intime**”), the Registrar and Transfer Agent (“**RTA**”) of the Trust for the purpose of providing a remote e-voting facility to the Unitholders.

NOTICE (CONTD.)

6. Ms. Deepti Kulkarni (Certificate of Practice No. 22502), failing her Mr. Omkar Dindorkar (Certificate of Practice No. 24580)- Partners of M/s MMJB & Associates LLP., Practising Company Secretaries ("Scrutinizer") is appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. Only those Unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the close of business hours on cut-off date i.e. Friday, July 07, 2023 will be entitled to cast their votes.
8. Only those Unitholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on resolutions through a remote e-Voting and are otherwise not barred from doing so, may cast their vote during the AGM through the e-Voting system in the AGM.
9. The Unitholders who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.
10. The voting rights of Unitholders shall be in proportion to their Units of the Unit capital of the Trust as on the cut-off date i.e. Friday, July 07, 2023.
11. Wherever required or possible, the Unitholders are requested to address all correspondence including distribution matters to the RTA by e-mail to ganesh.jadhav@linkintime.co.in or to the Company Secretary and Compliance officer of the Trust by e-mail to Compliance.highwaysinvit@highwayconcessions.com
12. Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) who are voting through their authorized signatory(ies) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies), to the RTA by e-mail to Compliance.highwaysinvit@highwayconcessions.com. It is also requested to upload the same in the e-voting module in their login.
13. In line with the aforementioned SEBI Circulars, the Notice calling the AGM is being sent only through electronic mode to those Unitholders whose e-mail addresses are registered /available with the Depositories/Trust and the Notice can also be accessed from the website of the Trust: www.highwaystrust.com as well Stock exchange on which the units of the Trust are listed and also disseminated on the website of NSDL and CDSL .
14. All the documents referred to in the accompanying notice, shall be available for inspection through electronic mode, basis the request being sent to the Company Secretary and Compliance officer of the Trust by e-mail to Compliance.highwaysinvit@highwayconcessions.com
15. The Unitholders can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time for commencement of AGM and after the commencement of AGM by following the procedure mentioned in the Notice. The facility for participation at the AGM through VC/OAVM will be made available for all Unitholders. The detailed instructions for joining the Meeting through VC/OAVM forms part of the Notes to this Notice.
16. The attendance of the Unitholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum.
17. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Trust (www.highwaystrust.com) and on Service Provider's website (www.instavote.linkintime.co.in) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
18. The Securities and Exchange Board of India (the "SEBI") has mandated the submission of a Permanent Account Number ("PAN") by every participant in the securities market. 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 the Trust, electronically.

EXPLANATORY STATEMENT

The following statement set out the material facts and reasons for the proposed resolution stated in the accompanying notice above:

ITEM NO. 3 AND 4

TO RATIFY THE APPOINTMENT AND REMUNERATION OF THE VALUER OF THE HIGHWAYS INFRASTRUCTURE TRUST FOR THE FINANCIAL YEAR 2022-23.

TO CONSIDER AND APPROVE THE APPOINTMENT OF VALUER OF THE HIGHWAYS INFRASTRUCTURE TRUST FOR THE FINANCIAL YEAR 2023-24 AND FIX THEIR REMUNERATION.

Under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations"), a valuer

NOTICE (CONTD.)

is required to be appointed to carry out valuation of the assets of Highways Infrastructure Trust ("Trust"). For this purpose, the 'valuer' means any person who is a "Registered Valuer" under section 247 of the Companies Act, 2013 or as specified by SEBI from time to time. Further, Highway Concessions One Private Limited, the investment manager of the Trust ("Investment Manager") has also adopted a policy entitled "Appointment of Auditor and Valuer Policy" ("Policy"). In accordance with the applicable provisions of the InvIT Regulations and the Policy, the Investment Manager, in consultation with Axis Trustee Services Limited (in its capacity as the trustee to the Trust), has appointed Mr. S. Sundararaman, Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10238), as Valuer of the Trust and all its Project SPVs for the financial year 2022-23.

A brief profile of Mr. S. Sundararaman, Registered Valuer is as follows:

Mr. S. Sundararaman is a fellow member of the Institute of Chartered Accountants of India ("ICAI"), graduate member of the Institute of Cost and Works Accountants of India, Information Systems Auditor (DISA of ICAI), and has completed the post qualification certification courses of ICAI on IFRS and Valuation.

Mr. S. Sundararaman is a registered Insolvency Professional and a Registered Valuer for Securities/ Financial Assets, having been enrolled with the Insolvency and Bankruptcy Board of India ("IBBI") after passing the respective examinations. He possesses more than 29 years of experience in servicing large and medium sized clients in the areas of corporate advisory including strategic restructuring, governance, acquisitions and related valuations, and tax implications apart from audit and assurance Services. He is a partner at Haribhakti & Co. LLP. He regularly provides valuation services to various InvITs across India.

Under Regulation 22 of the SEBI InvIT Regulations, the Investment Manager is required to obtain the approval from the Unitholder for appointment of valuer at the annual general meeting of the Unitholders.

Accordingly, under Item No 3 of the accompanying Notice, the Unitholders are requested to ratify the appointment of Mr. S. Sundararaman as the valuer of the Trust for the financial year 2022-2023, and under Item No. 4 of the accompanying Notice, the Unitholders are requested to approve the appointment of Mr. S. Sundararaman as the valuer of the Trust for the financial year 2023-2024 at a remuneration as determined by the board of directors on the Investment Manager. .

The Investment Manager recommends the resolutions as set out in the Notice for your approval by way of a simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

ITEM NO 5:

TO CONSIDER THE RATIFICATION AND APPROVAL OF APPOINTMENT OF AUDITORS FOR THE 5 (FIVE) YEARS COMMENCING FROM FY 2022-23 TILL FY 2026-27 AND FIX THEIR REMUNERATION.

Unitholders are requested to note that pursuant to Regulation 10 of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 ("SEBI InvIT Regulations"), Highway Concessions One Private Limited, acting in its capacity as the Investment Manager ("Investment Manager") of Highways Infrastructure Trust (the "Trust") in consultation with Axis Trustee Services Limited (in its capacity as the trustee to the Trust), had appointed M/s. Walker Chandlok & Co LLP, Chartered Accountants, (Firm Registration No. 001076N/N500013), as the Auditors of the Trust for a period of 5 (Five) years commencing from

the financial year 2022-23 till 2026-27, in accordance with the policy of "Appointment of Auditor and Valuer Policy".

Under Regulation 22 of the SEBI InvIT Regulations, the Investment Manager is required to obtain the approval from the Unitholder for appointment of auditor at the annual general meeting of the Unitholders.

Since the units of the Trust are listed on the National Stock Exchange of India Limited since August 25, 2022, this meeting is considered as the First AGM of the Trust.

In view of the above, under Item No. 5 of the accompanying Notice, approval of the unitholders is sought for the ratification for appointment of M/s. Walker Chandlok & Co LLP as the auditor of the Trust for Financial Year 2022-2023, and for approval for appointment of M/s. Walker Chandlok & Co LLP as the auditor of the Trust for a period of five years, commencing from the Financial Year 2022-23 till the Financial Year 2026-27 at a remuneration to be determined by the Board of Directors of the Investment Manager.

The Investment Manager recommends the resolution by way of simple majority as set out in Item No. 5 of this Notice for approval of the Unitholders.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

As per the SEBI circular dated December 9, 2020, individual unitholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

NOTICE (CONTD.)

Login method for Individual unitholders holding securities in demat mode is given below:

1. Individual Unitholders holding securities in demat mode with NSDL:

Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Unitholders/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on

company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Unitholders holding securities in demat mode with CDSL:

Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email

as recorded in the Demat Account. After successful authentication, the 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.

3. Individual Unitholders (holding securities in demat mode) login through their depository participants.

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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual unitholders holding securities in physical form/ Non-Individual Unitholders holding securities in demat mode is given below:

Individual Unitholders of the company, holding shares in physical form / Non-Individual Unitholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

1. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -



NOTICE (CONTD.)

- A. **User ID:** Unitholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Unitholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Unitholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Unitholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
**Unitholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*
**Unitholders holding shares in NSDL form, shall provide 'D' above*
 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes'; else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional unitholders:

Institutional unitholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Unitholders holding securities in physical mode/ Institutional unitholders:

Unitholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Unitholders holding securities in demat mode:

Individual Unitholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Unitholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Unitholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

NOTICE (CONTD.)

Individual Unitholders holding securities in Physical mode has forgotten the password:

If an Individual Unitholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the unitholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT"

In case unitholders is having valid email address, Password will be sent to his / her registered e-mail address. Unitholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Unitholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Unitholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For unitholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, unitholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - ▶ Select the "Company" and 'Event Date' and register with your following details: -
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Unitholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Unitholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Unitholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/ Company.

- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Unitholders/ Members to Speak during the Annual General Meeting through InstaMeet:

Unitholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id of the Compliance Officer i.e. Kunjshah@highwayconcessions.com.

Unitholders will get confirmation on first cum first basis depending upon the provision made by the client.

Unitholders will receive "speaking serial number" once they mark attendance for the meeting.

Other unitholder may ask questions to the panellist, via active chat-board during the meeting.

Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Unitholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

NOTICE (CONTD.)

Instructions for Unitholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, unitholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Unitholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit.'
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against.'
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save." A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Unitholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during

the meeting. Unitholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Unitholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Unitholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Unitholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case unitholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.



OUR OFFICES

Mumbai

HIGHWAYS INFRASTRUCTURE TRUST
(Principal Place of Business) 2nd Floor,
Piramal Tower, Peninsula Corporate Park, Lower Parel,
Mumbai 400 013, Maharashtra, India.



+91 7506333447



Compliance.highwaysinvit@highwayconcessions.com

Investment Manager

HIGHWAY CONCESSIONS ONE PRIVATE LIMITED
Unit No. 316-317, 3rd Floor,
C Wing, Kanakia Zillion, BKC Annex, Kurla West,
Mumbai 400 070, Maharashtra.



Compliance.highwaysinvit@highwayconcessions.com

Project Manager

HC ONE PROJECT MANAGER PRIVATE LIMITED
Unit No. 316-317, 3rd Floor,
C Wing, Kanakia Zillion, BKC Annex, Kurla West,
Mumbai 400 070, Maharashtra.



Compliance.highwaysinvit@highwayconcessions.com