

Notice of Annual General Meeting

Notice is hereby given that Second Annual General Meeting ("AGM") of the Unitholders of Indus Infra Trust formerly Bharat Highways InvIT ("Trust" / "InvIT") will be held on Wednesday, 23rd July 2025 at 11:00 AM (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Unitholders at a common venue, in compliance with Chapter 17 of the SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated 15th May 2024, on Infrastructure Investment Trusts, to transact the businesses mentioned hereinbelow:

ORDINARY BUSINESS

Item No. 1

To consider and adopt Audited Standalone Financial Information along with Audited Consolidated Financial Information of the Indus Infra Trust as at 31st March 2025, together with the Report of the Auditors thereon and the Report on Performance of the InvIT:

To consider and if thought fit, to pass the following resolution(s) with or without modification(s), by way of simple majority, i.e. votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution in accordance with Regulation 22(3) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014:

"RESOLVED THAT pursuant to the provisions of Regulation 22(3) and other applicable provisions of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with applicable circulars, notifications, rules, guidelines issued thereunder, if any, ("**SEBI InvIT Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Audited Standalone Financial Information along with Audited Consolidated Financial Information of the Indus Infra Trust (the "**Trust**") as at 31st March 2025, together with the Report of the Auditors thereon and the report on Performance of the Trust be and are hereby approved and adopted.

Item No. 2

To approve and adopt Valuation Report of the InvIT assets for the Financial Year ended 31st March 2025:

To consider and if thought fit, to pass the following resolution(s) with or without modification(s), by way of simple majority, i.e. votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution in accordance with Regulation

22(3) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014:

"RESOLVED THAT pursuant to the provisions of Regulation 22(3) and other applicable provisions of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with applicable circulars, notifications, rules, guidelines issued thereunder, if any, ("**SEBI InvIT Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Valuation Report of assets of Indus Infra Trust for the Financial Year ended 31st March 2025, issued by Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238), be and is hereby approved and adopted."

Item No. 3

To consider and approve the appointment of Valuer of the Indus Infra Trust:

To consider and if thought fit, to pass the following resolution(s) with or without modification(s), by way of simple majority, i.e. votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution in accordance with Regulation 22(3) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014:

"RESOLVED THAT pursuant to the provisions of Regulation 21, 22(3) and other applicable provisions of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with applicable circulars, notifications, rules, guidelines issued thereunder, 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 Indus Infra Trust (the "**Trust**"), the appointment of Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238) ("**Valuer**"), who had confirmed their eligibility to be appointed as the Valuer of the InvIT and its Project Special Purpose Vehicles ("Project SPVs") for financial year 2025-26, at a remuneration not exceeding ₹ 40,00,000/- and on such terms and conditions as may be mutually agreed by and between the GR Highways Investment Manager Private Limited ("**the Investment Manager**") and the Valuer, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Amit Kumar Singh, Chief Executive Officer, and Mr. Harshael Sawant, Chief Financial Officer (“authorised officers”) of the Investment Manager, be and are hereby severally authorized to finalize the terms and conditions of the aforesaid appointment, 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 authorised officers to be in the best interest of the InvIT and its unitholders, as they may deem fit.”

**For Indus Infra Trust (formerly Bharat Highways InvIT)
represented by its Investment Manager
GR Highways Investment Manager Private Limited**

Sd/-

Mohnish Dutta

Company Secretary & Compliance Officer
ICSI Membership No.: FCS 10411

Date: 28th June 2025

Place: Gurugram

Principal Place of Business and Contact Details of the Trust:

Indus Infra Trust

Second Floor, Novus Tower, Plot No. 18,
Sector 18, Gurugram 122 015, Haryana, India
SEBI Registration No.: IN/InvIT/22-23/0023

Corporate Office:

Unit No. 1111, Eleventh Floor, A Wing,
INS Tower, G Block, BKC, Bandra East,
Mumbai, Maharashtra – 400051

Contact Person:

Mohnish Dutta

Company Secretary & Compliance Officer

Tel: +91 124 643 5000

E-mail: cs@indusinvit.com

Website: <https://www.indusinvit.com/>

Registered Office and Contact Details of Investment Manager:

GR Highways Investment Manager Private Limited

Second Floor, Novus Tower, Plot No. 18,
Sector 18, Gurugram 122 015, Haryana, India
CIN: U65999HR2022PTC102221

Corporate Office:

Unit No. 1111, Eleventh Floor, A Wing,
INS Tower, G Block, BKC, Bandra East,
Mumbai, Maharashtra – 400051

Notes:

1. GENERALLY, A UNITHOLDER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (“AGM”), MAY APPOINT A PROXY TO ATTEND AND VOTE IN THE AGM, AND SUCH PROXT NEED NOT BE A UNITHOLDER OF THE INDUS INFRA TRUST. HOWEVER, SINCE THE AGM IS PROPOSED TO BE HELD THROUGH VIDEO CONFERENCE OR OTHER AUDIO-VISUAL MEANS, AND PHYSICAL ATTENDANCE OF THE UNITHOLDERS IS DISPENSED WITH, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE UNITHOLDERS HAS ALSO BEEN DISPENSED. HENCE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THE NOTICE.
2. Securities and Exchange Board of India (“SEBI”) has vide its Master Circular No. SEBI/HO/DDHS-PoD-2/P/ CIR/2024/44 dated 15th May 2024 (“SEBI Master Circular”), has permitted Infrastructure Investment Trusts, to hold Annual General Meeting of the Unitholders through Video Conference or Other Audio-visual Means (“VC / OAVM”), without physical presence of the Unitholders at a common venue.
3. Accordingly, pursuant to the provisions of Regulation 22 and other applicable Regulations of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) read with Circulars / Master Circulars issued thereunder, the Annual General Meeting of the Unitholders of the Indus Infra Trust (“Trust” / “InvIT”) is being conducted through VC / OAVM. Since the meeting is being conducted through VC / OAVM, the proceedings of the AGM are deemed to be conducted at the registered office of the InvIT.
4. The explanatory statement stating all material facts and the reasons for the proposed resolution is annexed herewith.
5. The InvIT’s Registrar and Transfer Agent for its Unit Registry work is KFin Technologies Limited (“Kfintech / RTA”). GR Highways Investment Manager Private Limited (“the Investment Manager”) on behalf of the InvIT has appointed KFin Technologies Limited to provide Video Conferencing facility for the AGM.
6. Ms. Preksha Dawet, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Annual General Meeting Notice is being sent to Unitholders on their registered/ updated/ available email Ids with the InvIT / RTA/ Depository Participants as on the close of business hours on 20th day of June 2025 except for those Unitholders whose email Ids are not registered/ updated/ available with the InvIT / RTA / Depository Participants. The Unitholders shall vote through electronic mode only as per the instructions for e-voting provided in the Notice.
8. 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 for e-voting i.e. Wednesday, 16th July 2025 will be entitled to cast their votes.
9. The remote e-voting will start at 9:00 a.m. (IST) on 20th July 2025 and will end at 5:00 p.m. (IST) on 22nd July 2025.
10. The Copy of the Notice along with the Annual report is also uploaded on the website of the InvIT at www.indusinvit.com, the website of the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on website of Kfintech at <https://evoting.kfintech.com>
11. The Unitholders can get their email ids registered by contacting their respective Depository Participants. The Unitholders, who have registered their e-mail ids, mobile numbers, postal addresses, bank details etc. are requested to validate / update their registered details by contacting their respective Depository Participants. In case of any queries, members may write to indusinvit@kfintech.com.
12. Unitholders are requested to send their queries, if any, to the Investment Manager on or before 20th July 2025 to enable the Investment Manager to provide the required information.
13. The recorded transcript of the meeting held through Video Conferencing or Other Audio-visual means shall be maintained in safe custody of the Investment Manager and shall also be uploaded on the website of the InvIT, forthwith, after the conclusion of the AGM.
14. The Unitholders who are present at the AGM and have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, may cast their vote during the AGM through e-voting system provided by the Kfintech.
15. The Unitholders can join the Annual Meeting in the VC/ OAVM mode 15 minutes before the scheduled time for commencement of Meeting and after the commencement of Meeting by following the procedure mentioned in the Notice. The facility for participation at the Meeting 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. All documents referred to in the accompanying explanatory statement are available for inspection upto the date of the AGM on the website of the Indus Infra Trust at www.indusinvit.com.

INSTRUCTIONS TO UNITHOLDERS FOR ATTENDING THE AGM THROUGH VC / OAVM, REMOTE E-VOTING / E-VOTING DURING THE AGM





General Instructions for e-voting

- i. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Unitholders are advised to update their mobile number and email address in their demat account in order to access remote e-Voting.
- ii. The Investment Manager of the InvIT is providing facility of remote e-voting to the Unitholders of the InvIT through KFin Technologies Limited, the RTA of the InvIT.
- iii. The remote e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting: 9:00 a.m. (IST) on Sunday, 20th July 2025
 - b. End of remote e-voting: 5:00 p.m. (IST) on Tuesday, 22nd July 2025
- iv. The voting rights of Unitholders in respect of the e-voting shall be reckoned in proportion to their units in the paid-up unit capital as on the Cut-off date i.e. Wednesday, 16th July 2025.
- v. Any person who acquires units of the InvIT and becomes a Unitholder of the InvIT after sending of the Notice and holding Units as of the cut-off date i.e. Wednesday, 16th July 2025, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module will be disabled by the KFinTech upon expiry of the aforesaid period.
- vii. Institutional / Corporate Unitholders (i.e. other than Individuals / Trusts / HUFs / NRIs etc.) are required to send a scanned copy (PDF/JPG Format) of its Board / Governing Body Resolution / Authorisation etc. authorising its representative to attend the AGM and vote either through remote e-voting or voting during the AGM, on its behalf. The said authorisation should be sent electronically through the registered email id of the Unitholder to the Scrutinizer of the AGM, Ms. Preksha Dawet at dawet.preksha@yahoo.com with copy to Compliance Officer of the InvIT at cs@indusinvit.com, not less than 48 hours before the commencement of the AGM.
- viii. Once the vote on a resolution in this notice is cast by the Unitholder through remote e-voting, the Unitholder shall not be allowed to change it subsequently and such vote shall be final. The Unitholders who have cast their vote through remote e-voting may also attend the AGM, however such Unitholder shall not be allowed to vote again during the AGM.
- ix. The Unitholders may contact KFinTech, at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com, for any technical assistance before or during the AGM.

A. Remote E-voting / E-voting during the AGM Instructions for Unitholders holding Units in Demat Mode:

Method 1: login through National Securities Depository Limited ("NSDL") and Central Depository Services (India Limited) ("CDSL")

Individual Unitholders holding securities in demat form with NSDL	Individual Unitholders holding securities in demat form with CDSL
1. User already registered for IDeAS facility: <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. v. Click on “Indus Infra Trust” or e-Voting service provider i.e. KFinTech and you will be re-directed to e-voting service provider’s website for casting the vote through remote e-Voting 	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech’s e-Voting portal. v. Click on “Indus Infra Trust” or e-Voting service provider i.e. KFinTech and you will be re-directed to e-voting service provider’s website for casting the vote through remote e-Voting

Individual Unitholders holding securities in demat form with NSDL	Individual Unitholders holding securities in demat form with CDSL
<p>2. User not registered for IDeAS e-Services</p> <p>If you are not registered for IDeAS e-services, option to register is available at: https://eservices.nsdl.com.</p> <p>Kindly select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and fill out the required fields.</p> <p>Follow the steps in the Para 1 above</p>	<p>2. User not registered for Easi/Easiest</p> <p>Option to register is available at: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>Proceed with completing the required fields</p> <p>Follow the steps in the Para 1 above</p>
<p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>Open URL: https://www.evoting.nsdl.com</p> <p>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>On successful selection, you will be redirected to KFintech’s e-Voting page for casting your vote during the remote e-Voting period.</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>Visit URL: www.cdslindia.com</p> <p>Provide your demat Account Number and PAN No.</p> <p>System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.</p>
<p>4. NSDL Mobile App</p> <p>Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>	

Important note: Unitholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Unitholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL is given below:

Unitholders facing any technical issue - NSDL	Unitholders facing any technical issue - CDSL
<p>Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 2244 301</p> <p>weblink to contact:</p> <p>https://www.evoting.nsdl.com/eVotingWeb/contactus.do</p>	<p>Unitholders 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</p> <p>weblink to contact:</p> <p>https://www.evotingindia.com/ContactUs.jsp</p>

Method 2: Access to KFintech’s e-Voting system

Unitholders whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. The Unitholders are requested to follow the following process to vote through e-voting portal of KFintech:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>

- ii. Enter the login credentials (i.e. User ID and password). User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., “Indus Infra Trust” - “AGM” and click on “Submit”

Unitholders who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:

- i. If the mobile number of the Unitholder is registered against Folio No. / DP ID Client ID, the Unitholder may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399
- ii. Example for NSDL:
MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678
- iii. Example for Physical:
MYEPWD<SPACE> XXXX1234567890
- iv. If email ID of the Unitholder is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Unitholder may click ‘Forgot password’ and enter Folio No. or DP ID Client ID and PAN to generate a password.
- v. Unitholders may send an email request to einward.ris@kfintech.com. If the Unitholder is already registered with the KFinTech e-voting platform then such Unitholder can use his / her existing User ID and password for casting the vote through remote e-voting.
- vi. Unitholders may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

- vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for Unitholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 1-800-309-4001 (toll free).

Method 3: login through Demat Account / website of Depository Participant

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. 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 during the remote e-Voting period.

- i. Unitholders can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.
- ii. Once logged-in, Unitholders will be able to view e-voting option.
- iii. Upon clicking on e-voting option, Unitholders will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
- iv. Click on options available against Indus Infra Trust or KFinTech.
- v. Unitholders will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.

Voting Instructions to be followed after logging in through any of the above three methods

- i. On the voting page, enter the number of Units (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total Unitholding as mentioned herein above. You may also choose the option ABSTAIN. If the Unitholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the Units held will not be counted under either head.
- ii. Unitholders holding multiple demat accounts shall choose the voting process separately for each demat account.
- iii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- iv. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- v. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Unitholders can login any number of time till they have voted on the Resolution(s).
- vi. All grievances connected with the facility for voting by electronic means may be addressed to KFintech by sending an email to evoting@kfintech.com or call 1800 309 4001 (Toll Free).

B. Instructions for Unitholders to attend the AGM through video conference / other audio-visual mode

- i. Unitholders will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Unitholders may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the InvIT/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the InvIT. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Unitholders are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Unitholders will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Videolossdueto fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Unitholders who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Unitholders may click on the voting icon displayed on the screen to cast their votes.
- vi. A Unitholder can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Unitholder casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

- vii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 Unitholders on first come first serve basis.
- viii. Institutional Unitholders are encouraged to attend and vote at the AGM through VC/OAVM.

Speaker Registration and Queries

- I. The Unitholders who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select ‘Speaker Registration’ which will open from 9:00 a.m. (IST) on 18th July 2025 and will end at 5:00 p.m. (IST) on 20th July 2025. Unitholders shall be provided a ‘queue number’ before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Unitholders who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question: The Unitholders who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select ‘Post Your Question’ option which will open from 9:00 a.m. (IST) on 18th July 2025 and will end at 5:00 p.m. (IST) on 20th July 2025.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech’s Website) or send e-mail at evoting@kfintech.com or call KFintech’s toll free No. 1-800-309-4001 for any further clarifications.

Declaration of Result

- 1. The Scrutinizer’s decision on the validity of the vote shall be final.
- 2. The Scrutinizer after scrutinizing the votes cast by remote e-voting and e-voting during the AGM will make a consolidated Scrutinizer’s Report and submit the same forthwith but no later than 48 hours, after the conclusion of the AGM, to the Compliance Officer of the InvIT who shall countersign the same.
- 3. The results declared along with consolidated Scrutinizer’s Report shall be hosted on the website of the InvIT at www.indusinvit.com, on the website of the KFintech at <https://emeetings.kfintech.com>, on the website of the BSE Limited at www.bseindia.com and on the website of National Stock Exchange of India Limited at www.nseindia.com.
- 4. The resolutions shall be deemed to be passed at the registered office of the Indus Infra Trust on the date of the AGM, subject to receipt of the requisite number of votes in favor of the resolutions.

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

To consider and approve the appointment of valuer of the Indus Infra Trust and fix their remuneration.

Under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”), a Valuer is required to be appointed to carry out valuation of the assets of Indus Infra Trust (“Trust” / “InvIT”). 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, Board of Directors of GR Highways Investment Manager Private Limited, the Investment Manager of the InvIT (“Investment Manager”) has also adopted the “Policy on Appointment of Auditor and Valuer of Indus Infra Trust” (“Policy”). Subject to the approval of Unitholders, the Board of Directors of the Company in their meeting held on 16th June 2025 had approved the appointment of Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238) (“Valuer”) as the Valuer of the InvIT for Financial Year 2025-26.

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, 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, Valuation. He is a partner at Haribhakti & Co. LLP. He is a registered Insolvency Professional and a Registered Valuer for Securities or Financial Assets, having been enrolled with the Insolvency and Bankruptcy Board of India (IBBI) after passing the respective Examinations. He possesses more than 30 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.

In accordance with Regulation 22(3), the approval of appointment of valuer shall be taken up in the Annual General Meeting of the Unitholders. Accordingly, Unitholders are requested to approve and the appointment of Mr. S. Sundararaman as the valuer of the InvIT for Financial Year 2025-26 at a remuneration not exceeding Rs. 40,00,000/- and on such terms and conditions as may be mutually agreed by and between the GR Highways Investment Manager Private Limited (“the Investment Manager”) and the Valuer. None of the directors or key managerial personnel of the Investment Manager are interested in the proposed resolution.

The Board of Directors of Investment Manager recommends the resolution as set out in Item No. 3 of the Notice for your approval by way of simple majority (i.e. where the votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution).

**For Indus Infra Trust (formerly Bharat Highways InvIT)
represented by its Investment Manager
GR Highways Investment Manager Private Limited**

Sd/-

Mohnish Dutta

Company Secretary & Compliance Officer

ICSI Membership No.: FCS 10411

**Principal Place of Business and Contact Details of
the Trust:**

Indus Infra Trust

Second Floor, Novus Tower, Plot No. 18,
Sector 18, Gurugram 122 015, Haryana, India
SEBI Registration No.: IN/InvIT/22-23/0023

Corporate Office:

Unit No. 1111, Eleventh Floor, A Wing,
INS Tower, G Block, BKC, Bandra East,
Mumbai, Maharashtra – 400051

Contact Person:

Mohnish Dutta

Company Secretary & Compliance Officer

Tel: +91 124 643 5000

E-mail: cs@indusinvit.com

Website: <https://www.indusinvit.com/>

Date: 28th June 2025

Place: Gurugram

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

GR Highways Investment Manager Private Limited

Second Floor, Novus Tower, Plot No. 18,
Sector 18, Gurugram 122 015, Haryana, India
CIN: U65999HR2022PTC102221

Corporate Office:

Unit No. 1111, Eleventh Floor, A Wing,
INS Tower, G Block, BKC, Bandra East,
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