



October 13, 2025

**The Listing Department,
National Stock Exchange of India Limited Exchange**
Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

ISIN: INE1JNC23012

Subject: Postal Ballot Notice to the Unitholders of TVS Infrastructure Trust

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI InvIT Regulations**”) read with Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 issued by the Securities and Exchange Board of India (the “**SEBI Master Circular**”) and subject to other applicable laws and regulations, the Board of Directors of TVS Infrastructure Investment Manager Private Limited, acting as Investment Manager (“Investment Manager”) to TVS Infrastructure Trust (“Trust”) hereby seeks approval of the Unitholders of the Trust on the following matter listed in the Postal Ballot Notice through voting by electronic means.

Sr. No	Proposed Resolution
1.	To consider and approve the enhancing of aggregate consolidated borrowings and deferred payments of TVS infrastructure trust(“InvIT”) upto 49% of the value of InvIT assets and matters related thereto

The voting period commences at 09:00 hours (IST) on **Wednesday, October 15, 2025**, and ends at 17:00 hours (IST) on **Wednesday, November 05, 2025** (both days inclusive). The results of Postal Ballot shall be announced within two working days from last date of voting, and will be intimated to the National Stock Exchange of India Limited (“**NSE**”), where the units of the Trust are listed and also displayed on the Trust’s website: www.tvsinfratrust.com.

Pursuant to the applicable provisions of the SEBI InvIT Regulations and any other applicable laws and regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated October 13, 2025.

TVS Infrastructure Trust

Reg. Off: 9th Floor, Iconic Building, Urmi Tower, 95 Ganpatrao Kadam Marg, Lower Parel (West), Mumbai- 400013.
Tel:022-42327000 Email: info@tvsinfratrust.com Website: www.tvsinfratrust.com



The Postal Ballot Notice is also available on the website of the Trust i.e. www.tvsinfratrust.com

We request you to kindly take this on record.

Thanking you,

Yours faithfully,

TVS Infrastructure Investment Manager Private Limited
(Acting as the Investment Manager to TVS Infrastructure Trust)

Ankit Dewan
Company Secretary & Compliance Officer

Encl: As above

CC: Axis Trustee Services Limited ("Trustee")
Axis House, P B Marg, Worli, Mumbai-400025



TVS Infrastructure Trust

(An infrastructure investment trust registered with the Securities and Exchange Board of India)

Principal Place of Business: 9th Floor (Part), Iconic Building, Urmi Estate, 95 Ganpatrao Kadam Marg, Lower Parel (West), Mumbai 400013, Maharashtra, India

Compliance Officer: Ankit Dewan **email:** compliance@tvsinfrastructure.com **Tel:** +91 22 4232 7000

SEBI Registration Number: In/InvIT/24-25/0030 **Website:** www.tvsinfrastructure.com

POSTAL BALLOT NOTICE

NOTICE is hereby given that, pursuant to **Regulation 22(2)** of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended till date and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (**the "InvIT Regulations"**), the Trust Deed dated March 26, 2024 entered into among the TVS Industrial & Logistics Parks Private Limited (referred to as **"Sponsors"**) and Axis Trustee Services Limited (**"Trustee"**) (referred to as **"Trust Deed"**) 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 is proposed to be passed by the unitholders (the **"Unitholders"**) of the TVS Infrastructure Trust (**"Trust"**) by way of Postal Ballot through remote e-voting process (**"remote e-voting"**).

An explanatory statement pertaining to the proposed resolution(s) setting out the material facts and reasons/rationale thereto is annexed to the Postal Ballot Notice for your consideration.

The Board of Directors of TVS Infrastructure Investment Manager Private Limited (**"Board"**), acting as the Investment Manager of the Trust (**"Investment Manager"**), has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (MUFG) to provide a remote e-voting facility to Unitholders.

The Investment Manager on behalf of the Trust has appointed KDA & Associates, Practicing Company Secretaries, Mumbai (ICSI Unique Code: P2016MH047700), Practicing Company Secretaries, as the Scrutinizer (the **"Scrutinizer"**) for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Unitholders identified as on the closure of business hours of **Friday, October 10, 2025** (**"Cut-off date"**), shall be eligible to vote. The remote e-voting period commences on **Wednesday, October 15, 2025** from 09:00 A.M. (IST) and ends on **Wednesday, November 5, 2025** at 05:00 P.M. (IST). The Unitholder must vote only through electronic mode as per the instructions for e-voting provided in this Postal Ballot Notice.

The Unitholders may note that the facility to exercise their right to vote on the resolutions proposed to be considered in this Postal Ballot Notice by electronic means shall be transacted only through e-voting services. The facility of casting the votes by the Unitholders using an electronic voting system will be provided by the MUFG. The Unitholders are requested to carefully read the instructions specified in the email sent to them on the respective email IDs as may be registered/ updated/



available in the database of the Trust and/or MUFG the Registrar and Transfer Agent ("RTA") along with the e-voting instructions for e-voting provided in this Postal Ballot Notice.

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 Notice of the postal ballot is also available on the Trust's website: <https://www.tvsinfratrust.com> and on the website of the National Stock Exchange of India Limited at www.nseindia.com.

The relevant documents referred to in the accompanying Notice are open for inspection by the Unitholders at the Place of Business of the Trust on all working days (i.e. except Saturdays, Sundays and Public Holidays) between 9.00 am to 6.00 pm up to the last day of the e-voting.

After scrutinizing the votes casted through remote e-voting, the Scrutinizer will submit its report to the Compliance Officer of the Investment Manager of the Trust. The last date of voting, i.e. Wednesday, November 5, 2025, shall be the date on which the resolution would be deemed to have been passed if approved by the requisite majority. Votes received after the aforesaid last date of voting will be considered as abstinence from voting on the items indicated in the Postal Ballot Notice. The results of the Postal Ballot shall be announced within two working days from the last date of e-voting.

The results and the Scrutinizer's report will be submitted to the National Stock Exchange of India Limited. Additionally, the results would also be placed on the website of Trust: <https://www.tvsinfratrust.com> and on the website of the remote e-voting agency, MUFG

PROPOSED RESOLUTION:

ITEM NO. 1: TO CONSIDER AND APPROVE THE ENHANCING OF AGGREGATE CONSOLIDATED BORROWINGS AND DEFERRED PAYMENTS OF TVS INFRASTRUCTURE TRUST("INVIT") UPTO 49% OF THE VALUE OF INVIT ASSETS AND MATTERS RELATED THERETO

To consider and if thought fit, to pass the following resolution, without modification(s), by way of requisite majority (i.e. where voting unitholders, cast votes in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of Regulation 22(5)(d) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"RESOLVED THAT in accordance with Regulation 20, 22 and all applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, and the circulars and guidelines and clarifications issued thereunder from time to time (the **"SEBI InvIT Regulations"**), and other applicable laws, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time (to the extent applicable), the requisite approvals (if any) from Securities and Exchange Board of India, the stock exchanges and any relevant governmental, statutory or



regulatory authorities and subject to such terms and conditions as may be prescribed by any such authority(ies) while granting such approvals as may be necessary, the consent of the Unitholders, be and is hereby granted to TVS Infrastructure Trust ("**InvIT**"), its Holding Company ("**HoldCo**") and its Special Purpose Vehicle(s) ("**SPVs**") (as defined under SEBI InvIT Regulations) including any other entity(ies) set up or acquired by the InvIT, in future, to borrow from time to time, any sum or sums of money (in one or more tranches) but not exceeding such amounts such that the aggregate consolidated borrowing and deferred payments of the InvIT and SPVs, net of cash and cash equivalents, do not exceed 49% of the value of the assets of the InvIT (as set out under Regulation 20(3)(a) of the SEBI InvIT Regulations) from time to time, in whatever form, including but not limited to issuance of debt securities, debentures, term loans, advances or such other instruments, facilities and arrangements as permitted under applicable law, whether secured or unsecured, on such terms and conditions as the Axis Trustee Services Limited (the "**Trustee**") and/or TVS Infrastructure Investment Manager Private Limited, ("**Investment Manager**") may deem fit in the best interest of the InvIT and the Unitholders, and on such security, including by way of hypothecation, pledge, charge, mortgage and/or other lien, in addition to the hypothecation, pledge, charge, mortgage and/or other lien already created, in such form, manner and ranking and on such terms as the Investment Manager may deem fit, on all or any of the movable and/or immovable properties of the InvIT and/or the InvIT assets, both present and future and/ or any other assets or properties, either tangible or intangible, of the InvIT and/or the InvIT assets, for securing the borrowings availed or to be availed by the InvIT and/or the InvIT assets, including the provision of any undertakings and/or guarantees by the InvIT

and/or the InvIT assets as may be required in connection therewith, and to do all such acts, deeds and things and to execute all such documents, instruments and writings, including providing any undertakings and/or guarantees or other contractual support, as may be required and register all charges as may be required in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Investment Manager (including any committee(s) thereof), be and are hereby severally authorised on behalf of the InvIT, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to above resolution or as otherwise considered by the Board of Directors of the Investment Manager (including any committee(s) thereof) to be in the best interest of the InvIT and the Unitholders and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose including to negotiate and finalize the terms and conditions of any agreements, deeds, undertakings and any other documents, or otherwise in relation to the borrowings, including any amendments, supplements or modifications to such documents, as applicable or appropriate, and also to sign, execute, amend, deliver and terminate any agreements, documents, letters, deeds or instruments as may be required in this regard, as well as amendments and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to negotiate, finalize and execute all agreements, consents, certificates, undertakings, or other documents as may be required to be executed in this regard and further to do or cause to be done all such acts,



deeds, matters and things as may be considered necessary and expedient in the interest of the InvIT and the Unitholders.”

RESOLVED FURTHER THAT the Board of Directors of the Investment Manager, be and is hereby authorised to delegate all or any of the powers herein conferred upon the Investment Manager, to any validly constituted committee of the Board or any one or more of the Key

Managerial Personnel of the Investment Manager or any other person authorized by Investment Manager so as to give effect to the aforesaid resolution.”

By Order of the Board
TVS Infrastructure Investment Manager Private Limited
(Acting as the Investment Manager to TVS Infrastructure Trust)

Ankit Dewan
Company Secretary & Compliance Officer

Date: October 13, 2025
Place: Mumbai

Principal Place of Business and Contact Details of the Trust

9th Floor (Part), Iconic Building
Urmi Estate, 95 Ganpatrao Kadam Marg
Lower Parel (West), Mumbai 400013
Maharashtra, India
Email: compliance@tvsinfratrust.com
Compliance Officer: Ankit Dewan

Registered office and Contact details of TVS Infrastructure Investment Manager Private Limited

CIN: U66309MH2020PTC349428
Registered office: 9th Floor (Part), Iconic Building, Urmi Estate,
95, Ganpatrao Kadam Marg, Lower Parel (West), Delisle Road,
Mumbai, Maharashtra, India, 400013
Tel: + +91 22 4232 700 **Email:** compliance@tvsinfratrust.com

NOTES:

1. As per the Regulation 22(2)(b) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, for any matter requiring approval of the Unitholders, voting be done by electronic mode. Pursuant to this, InvIT is seeking the approval of the Unitholders on the proposed resolution by way of Postal Ballot through remote e-voting.
2. An explanatory statement stating all material facts and the reason for the proposed resolution is annexed herewith and forms part of the Postal Ballot Notice.
3. The Investment Manager on behalf of TVS Infrastructure Trust (“TVSINVIT” or the “Trust”) has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), (“MUFG”) to provide remote e-voting facility to the Unitholders. Kindly refer to Notes to this Notice for detailed instructions for remote E-voting.



4. Postal Ballot Notice is being sent to those Unitholders whose names appear in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, October 10, 2025, 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.
5. The e-voting period commences on **Wednesday, October 15, 2025**, at 09:00 a.m. (IST) and ends on **Wednesday, November 5, 2025** at 5:00 p.m. (IST). The e-voting module shall be disabled 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.
6. The Board of Directors of TVS Infrastructure Investment Manager Private Limited ("Board"), the Investment Manager of the Trust ("Investment Manager"), has appointed KDA & Associates, Practicing Company Secretaries, Mumbai (ICSI Unique Code: P2016MH047700), Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
7. Unitholder cannot exercise his/her vote by proxy on Postal Ballot.
8. Resolution(s) passed by the Unitholders through Postal ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the Unitholders.
9. In terms of Regulation 22(2)(d) of the InvIT Regulations, voting by any person on a transaction who is a related party in such transaction as well as associates of such person(s) shall not be considered on the specific issue.
10. The resolution(s), if approved, shall be deemed to have been passed on the last date of the e-voting i.e. **Wednesday, November 5, 2025**.
11. The voting rights of Unitholders shall be in proportion to their Units of the Unit capital of Trust as on the cut-off date i.e. **Friday, October 10, 2025**.
12. Unitholders are requested to send their queries, if any, to the Investment Manager to enable the Investment Manager to provide the required information on compliance@tvsinfratrust.com.
13. The Scrutinizer will submit its report to the Compliance Officer of the Investment Manager after the completion of scrutiny and the result of the voting by Postal Ballot will be announced by the Compliance Officer within 48 working hours and will be displayed on the website of the Trust: www.tvsinfratrust.com besides being communicated to the Stock Exchange(s), RTA on the said date.
14. All the material documents referred to in the Explanatory Statement will be available for inspection at the place of business of the Trust during office hours on all working days from the date of dispatch until the last date of e-voting by Postal Ballot i.e. **Wednesday, November 5, 2025**, or 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 at compliance@tvsinfratrust.com.

15. 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. Unitholders are therefore requested to submit their PAN to their Depository

Participants with whom they are maintaining their demat accounts.

16. 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 trust, electronically.

17. The instructions and other information relating to remote e-voting are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual Unitholders holding securities 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual Unitholders holding securities in demat mode:

Individual Unitholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Unitholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Unitholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>



- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Unitholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Unitholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Unitholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.



- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Unitholders holding securities in demat mode with Depository Participant

Individual Unitholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for Unitholders holding securities in physical mode / Non-Individual Unitholders holding securities in demat mode.

Unitholders holding units in physical mode / Non-Individual Unitholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Unitholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Unitholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:



1. User ID: Enter User ID
2. 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).
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Unitholders holding units in **NSDL form**, shall provide 'D' above
 - Unitholders holding units in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Unitholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Unitholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional Unitholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.



- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:

- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
- 3) ‘Investor PAN’ - Enter your 10-digit PAN.
- 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate unitholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
- d) Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- e) Enter “16-digit Demat Account No.”.
- f) 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- g) 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.
- h) (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).



METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Non-Individual Unitholders holding securities in demat mode:

Non-Individual Unitholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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

Forgot Password:

Unitholders holding securities in physical mode / Non-Individual Unitholders holding securities in demat mode:

Unitholders holding securities in physical mode / Non-Individual Unitholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the unitholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the unitholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Unitholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Unitholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Unitholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Unitholders

- ❖ 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 units 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 NO: 250800** - “Event”.



EXPLANATORY STATEMENT:

ITEM NO. 1: TO CONSIDER AND APPROVE THE ENHANCING THE AGGREGATE CONSOLIDATED BORROWINGS AND DEFERRED PAYMENTS OF TVS INFRASTRUCTURE TRUST("INVIT") UPTO 49% OF THE VALUE OF INVIT ASSETS AND MATTERS RELATED THERETO

As at the date of listing, as disclosed in the final placement memorandum filed with Securities and Exchange Board of India ("SEBI") and the Stock Exchange (refer to Page 474 of the final placement memorandum), as more particularly outlined below, the total consolidated indebtedness of the InvIT was more than 25% but less than 49%.

"Post-Offer Indebtedness of the Trust

As at the date of listing of the Units, the indebtedness and deferred payments of the Trust, net of cash and cash equivalents, on a consolidated basis, shall exceed 25%, but would not be more than 49% of the aggregate value of the InvIT Assets. Subsequent to the listing of the Units, the Trust proposes to avail borrowings from external lenders (being, scheduled commercial banks or financial institutions) and to utilize the same for refinancing a portion of the existing indebtedness of the Project SPVs/ Holdco. Upon the drawdown of the said additional debt and full utilization of the Fresh Issue of units Proceeds, the indebtedness and deferred payments of the Trust, net of cash and cash equivalents, on a consolidated basis, shall exceed 25%, but would not be more than 49% of the aggregate value of the InvIT Assets."

Therefore, in view of the disclosures mentioned above, we now seek your approval to undertake any further indebtedness up to 49% of the value of the assets of the InvIT, under the SEBI InvIT Regulations.

Under the terms of the SEBI InvIT Regulations and the borrowing policy as adopted by the InvIT, the consolidated borrowings and deferred payments of the InvIT, its holding company ("HoldCo") and its Special Purpose Vehicles ("SPVs"), net of cash and cash equivalents, cannot exceed 49% of the value of the assets of Trust until certain conditions as specified in the SEBI InvIT Regulations are met, and at any time shall not exceed 70% of the value of the assets of the InvIT.

Further, if the consolidated borrowings of the Trust exceed 25% of the value of the assets of the InvIT, further borrowings, up to 49% of the value of the assets of the InvIT, is subject to:

- I. obtaining a credit rating from a credit rating agency registered with SEBI; and
- II. approval of the Unitholders, in accordance with the SEBI InvIT Regulations

Further, the InvIT has availed credit rating by ICRA Limited, a registered credit rating agency as required under Regulation 20(3)(a) of the SEBI InvIT Regulations and the InvIT is rated Provisional ICRA AAA (Stable) by way of its letter dated January 24, 2025, the rationale for which is available on its website at <https://www.icra.in/Rationale/ShowRationaleReport?Id=132605>

In order to meet the fund requirements of the InvIT for various purposes such as acquisition of assets as permitted under applicable law, operation and maintenance of assets of the InvIT, its HoldCo and its SPVs, refinancing of existing debt of its HoldCo or its SPVs, it is proposed to enable the InvIT (and/or its HoldCo or its SPVs) to avail financial assistance from time to time, and in the manner permitted under applicable law.



Such financing may include, but not limited to, issuance of debentures, loans, advances, issuance of commercial paper etc., on such terms and conditions as deemed fit by TVS Infrastructure Investment Manager Private Limited (the “**Investment Manager**”) and/or Axis Trustee Services Limited (the “**Trustee**”) and in the best interest of the InvIT and the Unitholders, any sum or sums of money (in one or more tranches) not exceeding amounts such that, the aggregate consolidated borrowing and deferred payments of the InvIT, the HoldCo and the SPVs, net of cash and cash equivalents, do not exceed 49% (forty nine percent) of the aggregate value of the assets of the InvIT from time to time.

For the InvIT to have limits for the aggregate consolidated borrowings and deferred payments, net of cash and cash equivalents, up to 49% of the value of the InvIT’s assets, an approval from Unitholders is required in terms of the Regulation 20(3) and Regulation 22 of the SEBI InvIT Regulations. Accordingly, it is proposed to approach the Unitholders through a postal ballot for this approval.

Overall, such incremental borrowing will result in an efficient capital structure for the Trust and will

ensure capital availed by the Trust to be at competitive cost in line with the prevailing market conditions, thereby, assisting the Trust in enhancing returns to the Unitholders.

Accordingly, the Investment Manager seeks the approval of the Unitholders on the resolution contained in Item No. 1 of the accompanying Notice and to enable Investment Manager to complete all procedural and other formalities in connection with any borrowing that may be availed by the InvIT and/or HoldCo and/or SPVs and the creation of charge on the assets of the InvIT (including any assets held by HoldCo/SPVs), so as to secure any such borrowings.

None of the directors or key managerial personnel of the Investment Manager are interested in proposed resolution.

In view of the above, the Board of Directors of Investment Manager recommends the resolution as set out in the Item No. 1 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 the 50% of the total votes cast for the resolution).

By Order of the Board
TVS Infrastructure Investment Manager Private Limited
(Acting as the Investment Manager to TVS Infrastructure Trust)

Ankit Dewan
Company Secretary & Compliance Officer

Date: October 13, 2025
Place: Mumbai

Principal Place of Business and Contact Details of the Trust
9th Floor (Part), Iconic Building
Urmi Estate, 95 Ganpatrao Kadam Marg Lower Parel (West)
Mumbai 400 013 Maharashtra, India
Email: compliance@tvsinfratrust.com
Compliance Officer: Ankit Dewan

Registered office and Contact details of TVS Infrastructure Investment Manager Private Limited
CIN: U66309MH2020PTC349428
Registered office: 9th Floor (Part), Iconic Building, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (West), Delisle Road, Mumbai, Maharashtra, India, 400013.
Tel: + +91 22 4232 700 **Email:** compliance@tvsinfratrust.com