NOTICE OF ANNUAL MEETING

NOTICE is hereby given that the First Annual Meeting (**"AM"**) of the Unitholders (**"Unitholders"**) of TVS Infrastructure Trust (the **"Trust/ InvIT"**) will be held on **Thursday, June 25, 2026 at 11:30 AM (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, as amended from time to time, (**"SEBI InvIT Regulations"**) read with Chapter 17 SEBI master circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 (the **"SEBI Master Circular"**) and other relevant circulars issued by the Securities Exchange Board of India (**"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 TVS INFRASTRUCTURE TRUST ("TRUST") AS AT AND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND THE REPORT ON PERFORMANCE OF THE TRUST FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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 votes cast in favor of the resolution shall be more than fifty per cent of the total votes cast for the resolution) in terms of Regulation 22 of SEBI InvIT Regulations as amended from time to time read together with the notifications, guidelines and circulars issued thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force):

"RESOLVED THAT pursuant to the applicable provisions, if any, of the SEBI (Infrastructure Investment Trust) Regulations, 2014, as amended, 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 the TVS Infrastructure Trust (the **"Trust"**) as at and for the financial year ended March 31, 2026 together with the Report of the Auditor thereon and the Report on the performance of the Trust for the financial ended March 31, 2026, be and are hereby approved and adopted.

RESOLVED FURTHER THAT any of the Directors or Chief Executive Officer or Compliance Officer & Company Secretary of TVS Infrastructure Investment Manager Private Limited (the **"Investment Manager"**), be and are hereby severally authorized 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 RATIFY, CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITOR OF THE TRUST, COMMENCING FROM THE FINANCIAL YEAR 2024-25 TO THE FINANCIAL YEAR 2028-29 AND FIX THEIR REMUNERATION

To consider the appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration Number:003990S/S200018) as the Statutory Auditor of TVS Infrastructure Trust (the "Auditor") for a period of 3 (three) years for Financial year 2026-27 till the annual meeting of the Unitholders to be held for the financial year 2028-29 along with ratifying their office until the first Annual Meeting of the unit holders and, if thought fit, to pass with or without modifications(s), the following resolution by way of a simple majority (i.e. where votes cast in favor of the resolution shall be more than fifty per cent of the total votes cast for the resolution) in terms of Regulation 22 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, 13, 22 and other applicable provisions of the Securities and Exchange Board of (Infrastructure Investment Trust) Regulations, 2014, as amended, 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 Policy on Appointment of Auditor and Valuer of TVS Infrastructure Trust (the **"Trust"**), the appointment of **PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration Number: 003990S/ S200018)** (appointed in consultation with Axis Trustee Services Limited)) as Statutory Auditor of TVS Infrastructure Trust for FY 2026-27 up to FY 2028-29, until conclusion of the 4th Annual Meeting of the Trust at a remuneration as mutually agreed between the Board of TVS Infrastructure Investment Manager Private Limited (the **"Investment Manager"**) and the Statutory Auditor, be and is hereby approved;

RESOLVED FURTHER THAT the appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration Number:003990S/S200018) (appointed in consultation with Axis Trustee Services Limited) as the statutory auditor for the Trust FY 2024-25 and FY 2025-26, on such terms and conditions, including fees, as mutually agreed by the Board of Directors of the Investment Manager and the Statutory Auditor, be and is hereby ratified;

RESOLVED FURTHER THAT any of the Directors or Chief Executive Officer or Compliance Officer & Company Secretary of TVS Infrastructure Investment Manager Private Limited (the **"Investment Manager"**) be and are hereby severally authorized 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 of Investment Manager, to be in the best interest of the Trust, as it may deem fit."

ITEM NO. 3:

TO CONSIDER AND ADOPT THE VALUATION REPORT OF THE ASSETS OF TVS INFRASTRUCTURE TRUST AS AT MARCH 31, 2026

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 votes cast in favor of the resolution shall be more than fifty per cent of the total votes cast for the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations:

"RESOLVED THAT pursuant to Regulations 10, 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 re-enactment thereof for the time being in force), the Valuation Report of TVS Infrastructure Trust (the "Trust") as at March 31, 2026 issued by M/s. iVas Partners Registered Valuer IBBI (Registration no.: IBBI/RV-E/02/2020/112), as an Independent Valuer for the assets of the Trust, be and is hereby approved and adopted.

RESOLVED FURTHER THAT any of the Directors or Chief Executive Officer or Compliance Officer & Company Secretary of TVS Infrastructure Investment Manager Private Limited (the **"Investment Manager"**) be and are hereby severally authorized 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 of Investment Manager, to be in the best interest of the Trust, as it may deem fit."

ITEM NO. 4:

TO RATIFY THE APPOINTMENT AND REMUNERATION OF THE VALUER OF THE TVS INFRASTRUCTURE TRUST ("TRUST") FOR THE FINANCIAL YEARS 2024-25 AND 2025-26

To ratify the appointment and remuneration of M/s. iVas Partners, Registered Valuer IBBI (Registration no.: IBBI/RV-E/02/2020/112) as an Independent Valuer of the Trust for the financial year 2024-25 and 2025-26 and, if thought fit, to pass with or without modification(s), the following resolution by way of a simple majority (i.e. where votes cast in favor of the resolution shall be more than fifty per cent of the total votes cast for the resolution) in terms of regulation 22 of the SEBI InvIT Regulations:

"RESOLVED THAT pursuant to the provisions regulations 10(5), 21, 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 Policy on Appointment of Auditor and Valuer of TVS Infrastructure Trust (the **"Trust"**), the appointment of M/s. iVas Partners, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2020/112) as the Valuer of the Trust for the financial year 2024- 25 and 2025-26, who had confirmed their eligibility 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 TVS Infrastructure Investment Manager Private Limited (the **"Investment Manager"**) and the Valuer, be and is hereby ratified and approved;.

RESOLVED FURTHER THAT any of the Directors or Chief Executive Officer or Compliance Officer & Company Secretary of TVS Infrastructure Investment Manager Private Limited (the **"Investment Manager"**) be and are hereby severally authorized 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."

NOTICE OF ANNUAL MEETING 2025-26 (Contd.)

ITEM NO. 5:

TO CONSIDER AND APPROVE THE APPOINTMENT AND REMUNERATION OF THE VALUER OF TVS INFRASTRUCTURE TRUST ("TRUST") FOR THE FINANCIAL YEARS 2026-27 & 2027-28

To consider the appointment and remuneration of M/s. iVas Partners, Registered Valuer IBBI (Registration no.: IBBI/RV-E/02/2020/112) as the Independent Valuer of the Trust from the Financial years 2026-27 and 2027-28 and, if thought fit, to pass with or without modification(s), the following resolution by way of a simple majority (i.e. where votes cast in favor of the resolution shall be more than fifty per cent of the total votes cast for the resolution) in terms of regulation 22 of the SEBI InvIT Regulations:

"RESOLVED THAT pursuant to the provisions of Regulations 10(5), 21, 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 Policy on appointment of Auditor and Valuer of TVS Infrastructure Trust (the "Trust"), M/s. iVas Partners, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2020/112), who have confirmed their eligibility to be appointed as the Valuer of the Trust and its Project Special Purpose Vehicles (SPVs) for the financial years 2026-27 and 2027-28, 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 Board of TVS Infrastructure Investment Manager Private Limited (the **"Investment Manager"**) and the Valuer, be and is hereby approved;

RESOLVED FURTHER THAT any of the Directors or Chief Executive Officer or Compliance Officer & Company Secretary of TVS Infrastructure Investment Manager Private Limited (the **"Investment Manager"**), be and are hereby severally authorized 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 of Investment Manager, to be in the best interest of the Trust, as it may deem fit."

For TVS INFRASTRUCTURE TRUST
By order of Board of Directors
TVS Infrastructure Investment Manager Private Limited
(as the Investment Manager to the Trust)

sd/-
Ankit Dewan
Company Secretary and Compliance Officer

Place: Mumbai
Date: May 14, 2026

Principal Place of Business of the Trust:
TVS Infrastructure Trust
9th Floor (Part), Iconic Building, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (West), Delisle Road, Mumbai-400013 Maharashtra, India.
SEBI Registration Number: IN/InvIT/24-25/0030
Tel: 022 4716 0330
Email: compliance@tvsinfratrust.com
Website: https://www.tvsinfratrust.com/

Registered Office and Contact Details of the Investment Manager:
TVS Infrastructure Investment Manager Private Limited
9th Floor (Part), Iconic Building, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (West), Delisle Road, Mumbai-400013, Maharashtra, India.
CIN: U66309MH2020PTC349428
Tel: 022 4716 0330
Email: compliance@tvsinfratrust.com
Website: https://www.tvsinfratrust.com/

NOTES:

1. Pursuant to Regulation 22(3)(a) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") read with SEBI master circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 (the "SEBI Master Circular") and other relevant circulars issued by SEBI in this regard, from time to time, the facility to attend the First Annual Meeting ("AM") of the InvIT 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 AM through VC/OAVM. The deemed venue for the AM shall be the principal place of business of the Trust situated at **9th Floor (Part), Iconic Building, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (West), Delisle Road, Mumbai - 400013 Maharashtra, India.**

2. The explanatory statement stating all material facts and the reason for the proposed resolutions, is annexed herewith.

3. The AM Notice is being sent to Unitholders on their registered, updated, and available email IDs with the Trust/depositories as of the cut-off date, i.e., May 29, 2026, except for those Unitholders whose email IDs are not registered, updated, or available with the Trust and/or RTA.

4. The Unitholders can join the AM in the VC/OAVM mode 15 minutes before the scheduled time for commencement of AM and after the commencement of AM by following the procedure mentioned in the Notice. The facility for participation in the AM through VC/OAVM will be made available for all Unitholders. The detailed instructions for joining the Meeting through VC/OAVM forms part of the "Annexure-I" to this Notice.

5. The attendance of the Unitholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum.

6. 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.

7. Since this AM 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 AM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

8. The Investment Manager, on behalf of the Trust, has engaged the services of M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the Registrar and Transfer Agent ("RTA/MUFG") of the Trust for the purpose of providing a remote e-voting facility to the Unitholders.

9. In line with the aforementioned SEBI Circulars, the Notice calling the AM 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.tvsinfratrust.com as well on the website of National Stock Exchange Limited ("NSE") at www.nseindia.com, on which the units and non-convertible debt securities of the Trust are listed and the same shall also be disseminated on the website of MUFG.

10. Mr. Kaushal Dalal (Certificate of Practice No.7512), failing him Mr. Nikunj Makwana (Certificate of Practice No: 23501)-Partners of M/s KDA & Associates, Practising Company Secretaries ("Scrutinizer") is appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Mr. Kaushal Dalal (Certificate of Practice No. 7512), Partner of M/s KDA & Associates, Practising Company Secretaries ("Scrutinizer"), is appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The results declared along with the consolidated Scrutinizer's Report and the recording of the meeting, shall be communicated to the Stock Exchange and shall be placed simultaneously on the website of the Investment Manager at https://www.tvsinfratrust.com/.

11. 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. Thursday, June 18, 2026 will be entitled to cast their votes. The voting rights of Unitholders shall be in proportion to their Units of the Unit capital of the Trust as on this date

12. Only those Unitholders who will be present in the AM 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 AM through the e-Voting system in the AM

13. Unitholders can submit questions in advance with regard to the financial statements or any other matter to be placed at the AM, from their registered email address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Trust's email address at compliance@tvsinfratrust.com, latest by Thursday, June

NOTICE OF ANNUAL MEETING 2025-26 (Contd.)

18, 2026. Such questions by the Unitholders shall be taken up during the meeting and replied to by the Investment Manager suitably.

14. **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS:** Unitholders who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at compliance@tvsinfratrust.com between Thursday, June 18, 2026 (9.00 a.m. IST) to Tuesday, June 23, 2026 (5.00 p.m. IST). Only those Unitholders who have pre-registered themselves as speaker on the dedicated email id compliance@tvsinfratrust.com.in will be allowed to express their views/ask questions during the AM.

    When a pre-registered speaker is invited to speak at the meeting, but they do not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera, along with a good Internet speed.

15. The Investment Manager reserves the right to restrict the number of questions and the number of speakers, as appropriate, for the smooth conduct of the AM.

16. The Unitholders who have cast their vote by remote e-voting prior to the AM may also participate in the AM through VC/ OAVM Facility, but shall not be entitled to cast their vote again.

17. 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) who are authorized to attend the AM on its behalf and to vote either through remote e-voting or during the AM, at compliance@tvsinfratrust.com. It is also requested to upload the same in the e-voting module through their login. to the RTA by e-mail to compliance@ tvsinfratrust.com. It is also requested to upload the same in the e-voting module in their login.

18. The remote e-voting period shall begin on Saturday, June 20, 2026 at 09:00 A.M. and end on Wednesday, June 24, 2026 at 05:00 P.M. The remote e-voting module shall then be disabled by MUFG for voting thereafter.

19. 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@ tvsinfratrust.com

20. 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.

21. 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 as mentioned in Annexure-I

22. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of AM i.e. Thursday, June 25, 2026.

ANNEXURE – I

THE INSTRUCTIONS FOR UNITHOLDERS FOR REMOTE E-VOTING AND JOINING ANNUAL MEETING ARE AS UNDER:

REMOTE EVOTING INSTRUCTIONS:

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 units in demat mode:

Individual Unitholders holding units in demat mode with NSDL

METHOD 1 - 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.

METHOD 2 - NSDL IDeAS facility

Unitholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) 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.

d) 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:

a) 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

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play

App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Unitholder/ 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 & 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 holding units in demat mode with CDSL

METHOD 1 - 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.

ANNEXURE – I (Contd.)

METHOD 2 - CDSL Easi/ Easiest facility:

Unitholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.

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/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Unitholders holding units 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 units in physical mode / Non-Individual Unitholders holding units in demat mode.

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

STEP 1: LOGIN / SIGNUP on 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.

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.

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 ‘point 4’ above.
   - Unitholders, holding units in **CDSL form,** shall provide ‘point 3’ or ‘point 4’ above.
   - Unitholders, holding units in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.

ANNEXURE – I (Contd.)

(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).

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.

Non-Individual Body corporate Unitholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the Investment Manager at registered email address.

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 Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organization 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.

   Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

ANNEXURE – I (Contd.)

e) 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'.

f) 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.

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

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) 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).

NOTE: Non-Individual Body corporate Unitholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the Investment Manager at compliance@tvsinfratrust.com

HELPDESK:

Unitholders holding unit in physical mode / Non-Individual Unitholders holding units in demat mode:

Non-Individual Unitholders holding units 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 units in demat mode:

Individual Unitholders holding units 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 units 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 units 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:

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

Individual Unitholders holding units in physical mode / Non-Individual Unitholders holding units 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.
- Further Click on **"forgot password?"**

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.

- 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
- Further Click on **"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.

ANNEXURE – I (Contd.)

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

Individual Unitholders holding units 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. - 260294.

INSTAMEET VC INSTRUCTIONS:

Unitholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for unitholders to attend the Annual Meeting through InstaMeet:

a Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select **"TVS Infrastructure Trust"** and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Unitholders holding units in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Unitholders holding units in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
- Unitholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Unitholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Unitholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for unitholders to Speak during the Annual Meeting through InstaMeet:

a) Unitholders who would like to speak during the meeting must register their request with the Investment Manager at its registered email address i.e compliance@tvsinfratrust.com.

b) Unitholders will get confirmation on first cum first basis depending upon the provision made by the Company.

c) Unitholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other unitholder who has not registered as "Speaker Unitholder" may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

a) On the Unitholders VC page, click on link "Cast your vote".

b) 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.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of units (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) 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

ANNEXURE – I (Contd.)

your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

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

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

Unitholders 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 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.

Helpdesk:

Unitholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

EXPLANATORY STATEMENT

The following statement sets out the material facts and reasons for the proposed resolutions stated in the accompanying Notice above:

ITEM NO. 2

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"), TVS Infrastructure Investment Manager Private Limited, acting in its capacity as the Investment Manager ("Investment Manager") of TVS Infrastructure Trust (the "Trust") in consultation with Axis Trustee Services Limited (in its capacity as the trustee to the Trust), had appointed PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration Number: 003990S/ S200018), as the Statutory Auditor of the Trust till the conclusion of 1st Annual Meeting, in accordance with the "Policy on appointment of Auditor and Valuer of Trust". Further, the Board of Directors of the Investment Manager, on the recommendation of the Audit Committee, at its meeting held on May 14, 2026, subject to the unitholders approval and in consultation with the Trustee, has also recommended unit holders ratification of the appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Firm Registration Number: 003990S/ S200018), as Statutory Auditor of the Trust for the financial year 2024-25 and 25-26, at a remuneration as mentioned in the proposed resolution.

Under Regulation 22 of the SEBI InvIT Regulations, the Investment Manager is required to obtain approval from the Unitholders for the appointment of the Statutory Auditor at the annual meeting of the Unitholders. Since the units of the Trust were allotted on June 30, 2025 and July 01, 2025 and thereafter, listed on the National Stock Exchange of India Limited on July 08, 2025, this meeting is the First Annual Meeting of the Trust.

In view of the above, under Item No. 2 of the accompanying Notice, approval of the unitholders is sought for the ratification of the appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants, as the Auditor of the Trust for Financial Year 2024-2025 and Financial Year 2025-26, and the approval of the unitholders is sought for the appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants, as the Statutory Auditor of the Trust for a period of five years, commencing from the Financial Year 2024-25 till the annual meeting of the Unitholders to be held for the Financial Year 2028-29, at a remuneration to be determined by the Board of Directors of the Investment Manager and the Statutory Auditor.

The Investment Manager recommends the resolution 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).

Brief Profile - PKF Sridhar & Santhanam LLP

PKF Sridhar & Santhanam LLP (PKF) is a leading professional services firm guided by the philosophy "Local Perspective, Global Focus." The firm combines deep local market knowledge with globally aligned professional standards to deliver high-quality assurance and advisory services.

The firm has a strong and growing presence with 28 partners and over 800 professionals, providing multidisciplinary expertise across a wide range of industries, including automotive, manufacturing, chemicals, infrastructure, telecom, BFSI, power and energy, hospitality, retail and FMCG, aviation, IT and technology services, shipping, and logistics.

PKF is recognized for its client-centric approach, commitment to quality, reliability, and consistency in service delivery, and its ability to serve large and complex organizations across diverse sectors. The firm has established long-standing relationships

ANNEXURE – I (Contd.)

with leading corporates and institutions, reflecting its professional excellence, industry expertise, and trusted advisor status.

ITEMS NO. 4 AND 5

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 TVS 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, TVS Infrastructure Investment Manager Private Limited, the investment manager of the Trust (**"Investment Manager"**), has also adopted a policy "Appointment of Auditor and Valuer Policy" (**"Policy"**). In accordance with the applicable provisions of the SEBI InvIT Regulations and the Policy, the Board of Directors of Investment Manager, on the recommendation of the Audit Committee at its meeting held on May 14, 2026, subject to the approval of the unit holders, in consultation with Axis Trustee Services Limited (in its capacity as the trustee to the Trust), has appointed M/s. iVas Partners, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2020/112), as Valuer of the Trust for the financial years 2026-2027 and 2027-28.

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

Accordingly, under Item No. 4 of the accompanying Notice, the Unitholders are requested to ratify the appointment of M/s. iVas Partners as the Valuer of the Trust for the Financial year 2024-25 and 2025-26, and under Item No. 5 of the accompanying Notice, the Unitholders are requested to approve the appointment of M/s. iVas Partners as the Valuer of the Trust for the financial year 2026-2027 and FY 2027-28, at remuneration and such terms and conditions as may be mutually agreed and determined by the Board of Directors or management of the Investment Manager and the Valuer.

The Board of Directors of the Investment Manager, on the recommendation of the Audit Committee, at its meeting held on May 14, 2026, subject to the unitholders approval and in consultation with the Trustee to the Trust, has approved the appointment of **iVas Partners**, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2020/112), as Valuer of the Trust for the financial year 2026-27 and 2027-28 at a remuneration as mentioned in the proposed resolution.

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). Additionally, please see below a brief profile of M/s. iVas Partners

Brief Profile - iVas Partners

iVAS Partners, is a registered valuation entity with IBBI under the Companies Act. iVAS Partners was founded in order to deliver trusted and independent valuation (across all three categories viz. land & building, plant and machinery and securities and financial assets), advisory and technical due diligence services that combine professional expertise with comprehensive data across various asset classes and locations across India. Partners of iVAS have a cumulative experience of about 70 years of providing consulting, valuations and advisory services across the traditional classes of residential, commercial, retail, hospitality, industrial/warehousing, integrated townships, SEZs as well as evolving asset classes of education, healthcare, co-working, co-living, life-sciences and Data Centres. iVAS and its partners have been advising a wide spectrum of clients including some of largest Lending Organizations (Banks, NBFC, FIs), Equity Investors (Private Equity, Pension Funds, SWFs), REITs/InvITs, developers, corporates, government/quasi-government agencies and HNI. iVAS Partners utilizes the specialized services of market leaders and other specialized service providers to ensure high quality valuations backed by strong market intelligence and data.