

November 8, 2023

To,

<b>Corporate Relations Department BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 541300	<b>The Listing Department, National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Trading Symbol: INDINFR
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**Sub: Postal Ballot Notice of Unitholders of IndInfravit Trust**

In terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014, this is to inform you that the postal ballot notice dated October 24, 2023 has been sent to all the unit holders through electronic mode on November 8, 2023 by Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited), Investment Manager of IndInfravit Trust.

The said postal ballot notice uploaded on the website of the IndInfravit Trust at [www.indinfravit.com](http://www.indinfravit.com).

The unitholders can approve the resolutions through e-voting, the details of which are provided in the postal ballot notice.

Please take the same on record.

Thanking you,  
Yours Sincerely,  
For IndInfravit Trust  
By Order of the Board  
Interise Investment Managers Limited  
(Formerly known as LTIDPL IndvIT Services Limited)  
(as the Investment Manager of IndInfravit Trust)

REKHA  
BALASUBRAM  
ANIAN  
NALLEPPILY

Digitally signed by  
REKHA  
BALASUBRAMANIAN  
NALLEPPILY  
Date: 2023.11.08  
11:14:53 +05'30'

Rekha NB  
Company Secretary and Compliance Officer



**POSTAL BALLOT NOTICE**

Dear Unitholders,

**NOTICE IS HEREBY GIVEN** pursuant to the Regulation 22(2) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read together with the circulars and guidelines issued thereunder (“the InvIT Regulations”) pursuant to such other provisions of applicable law, if any, as may be applicable in this regard and the relevant provisions of the Trust Deed of the IndInfravit Trust (“Trust”), that the resolutions appended below are proposed to be passed by the unitholders of the Trust (“**Unitholders**”) by postal ballot/ electronic voting.

The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning the resolution and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of Interise Investment Managers Limited (Formerly known as LTDIPL IndvIT Services Limited), the investment manager of the Trust (“Investment Manager”), has appointed Mr. Nikunj Kanodia, Practicing Chartered Accountant (Membership Number 069995) as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

The unitholders may note that the ballot papers shall be sent only to their respective email IDs as may be registered/ updated/available in the database of the Trust / Registrar and Transfer Agent (RTA). The unitholders desiring to exercise their vote through Postal Ballot are requested to carefully read the instructions specified in the email sent to them along with the e-voting instructions given in this notice below.

Only those Unitholders whose email IDs are not registered / updated /available with the Trust and/or the RTA shall receive the notice and the ballot papers through registered / speed post and are entitled to vote through physical ballot forms.

The Trust is pleased to provide its Unitholders with the facility to exercise their right to vote on the resolution proposed to be considered in this Postal Ballot by electronic means and the business shall be transacted only through e-Voting Services except for those Unitholders whose email IDs are not registered / available/ updated with the Trust / RTA. The facility of casting the votes by the Unitholders using an electronic voting system will be provided by Central Depository Services (India) Limited (CDSL). The voting period commences at 9:00 a.m. (IST) on Thursday, November 9, 2023 and ends at 5:00 p.m. (IST) on Wednesday, November 29, 2023. A Unitholder must vote only through electronic mode as per the instructions for e-voting provided in this Postal Ballot Notice.

Unitholders, if any, entitled to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, along with a postage-prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the scrutinizer not later than closure of working hours 5:00 p.m. (IST) on Wednesday, November 29, 2023. The postage will be borne by the Trust. However, envelopes containing postal ballots, if sent by registered / speed post / courier at the expense of

the Unitholders will also be accepted. If any postal ballot is received after 5:00 p.m. (IST) on Wednesday, November 29, 2023, it will be considered that no reply from the Unitholder has been received.

The Scrutinizer will submit his report to the Board of Directors or Key Management Personnel of the Investment Manager (“**Board/ KMP**”) or to any other person authorized by the Board after the completion of the scrutiny of the ballots through e-voting in a fair and transparent manner. The results shall be declared on or before Friday, December 1, 2023 and communicated to the stock exchanges and shall also be displayed on the Trust’s website, [www.indinfravit.com](http://www.indinfravit.com).

#### **ITEM NO. 1. APPROVAL FOR PERFORMANCE UNDER THE SECOND AMENDMENT TO THE FRAMEWORK AGREEMENT**

**To consider, and if thought fit, to pass with or without modification(s), the following resolution by way of requisite majority (i.e. where the votes cast in favour of the resolution are required to be not less than 60% of the units) as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“InvIT Regulations”) and the trust deed dated March 7, 2018 executed between L&T Infrastructure Development Projects Limited (“IDPL”) and IDBI Trusteeship Services Limited (“Trust Deed”):**

Pursuant to SEBI circular dated August 16, 2023, wherein SEBI introduced the concept of self-sponsored Investment Manager under the InvIT Regulations, it is proposed to de-classify and disassociate IDPL as sponsor of IndInfravit Trust (“**InvIT**”) and convert Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited) (“**IIML**”) into a self-sponsored investment manager subject to satisfaction of conditions under the InvIT Regulations including Regulation 22(8) of the InvIT Regulations. Therefore, the parties are giving effect to the above intention of the parties by way of the second amendment agreement to the framework agreement dated December 16, 2023 executed amongst InvIT, Beawar Pali Pindwara Tollway Private Limited (“**BPPTPL**”), IIML, IDPL and Larsen & Toubro Limited (“**InvIT Framework Agreement**”).

The second amendment to the InvIT Framework Agreement for giving effect to the above intention of the parties has been negotiated and agreed by the parties.

The Board has at its meeting held on October 24, 2023, approved the execution of second amendment to the InvIT Framework Agreement pursuant to the Proposed Transaction.

Accordingly, approval of the Unitholders is being sought for performance of the actions contemplated under the second amendment to the InvIT Framework Agreement, subject to receipt of requisite approvals under applicable law and compliance with applicable law by the parties.

**NOW THEREFORE, IT IS:**

**“RESOLVED THAT** in accordance with the trust deed dated March 7, 2018 executed between L&T Infrastructure Development Projects Limited (“**IDPL**”) and IDBI Trusteeship Services Limited, and the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, the consent of the unitholders (“**Unitholders**”) of IndInfravit Trust (“**InvIT**”) be and is hereby accorded for performance of the actions contemplated under the second amendment to the framework agreement entered into amongst the InvIT, IDPL, Larsen & Toubro Limited, Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited) (“**IIML**”) and Beawar Pali Pindwara Tollway Private Limited (“**InvIT Framework Agreement**”).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the board of Directors of IIML (“**Board**”) (acting directly and/or through its authorized delegates), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any appropriate authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize, execute, modify, vary, amend and register all documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the InvIT in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Unitholders, as the case may be.”

## **ITEM NO. 2. ADOPTION OF AMENDED AND RESTATED TRUST DEED**

**To consider, and if thought fit, to pass with or without modification(s), the following resolutions by way of requisite majority (i.e. where not less than 60% of the unitholders approve the resolution) as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“InvIT Regulations”) and the trust deed dated March 7, 2018 executed between L&T Infrastructure Development Projects Limited (“IDPL”) and IDBI Trusteeship Services Limited (“Trustee”) (“Trust Deed”) as amended from time to time:**

It is proposed that IDPL, the parent company of Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited) (“**IIML**”) will be acquired by a third-party (“**IDPL Sale**”). Further, SEBI had issued circular dated August 16, 2023, wherein SEBI introduced the concept of self-sponsored Investment Manager under the InvIT Regulations, it is proposed to disassociate IDPL as sponsor of IndInfravit Trust (“**InvIT**”) and convert IIML into a self-sponsored investment manager subject to satisfaction of conditions under InvIT Regulations including Regulation 22(8) of the InvIT Regulations. Accordingly, pursuant to the IDPL Sale, it is proposed that IDPL will de-classify and disassociate as the sponsor of the InvIT and IIML will convert into a self-sponsored investment manager of the InvIT.

Further, it is also proposed that 100% of the issued and paid up share capital of IIML will be acquired by CPPIB India Private Holdings Inc. (“**CPPIB**”), Allianz Infrastructure Luxembourg II S.À R.L. (“**Allianz**”) and 2726247 Ontario Inc. (“**Omers**”) (collectively with CPPIB and Allianz, “**Purchasers**”) from IDPL (“**IIML Sale Transaction**”).

Therefore, approval of the unitholders is sought to adopt an amended and restated Trust Deed (“**Amended and Restated Trust Deed**”) incorporating amendments to the Trust Deed in respect of the following:

- (A) with effect from the completion of the IIML Sale Transaction: (i) for modifying the Corporate Governance Framework set out in Schedule II of the Trust Deed to incorporate the respective rights and obligations of the Purchasers in relation to the management and governance of IIML and other matters incidental thereto; and (ii) to provide for nomination and appointment of nominee director rights in IIML to unitholders holding 10% or more of the total outstanding units of the InvIT either individually or collectively pursuant to the circular issued by SEBI on September 11, 2023 on ‘Board nomination rights to unitholders of Infrastructure Investment Trusts (InvITs)’ bearing reference number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153; and
- (B) with effect from the completion of the IDPL Sale, reflect the (i) de-classification and disassociation of IDPL as the sponsor of InvIT, (ii) conversion of IIML into a self-sponsored investment manager of the InvIT

The amendments in respect of the Corporate Governance Framework will also require consequent amendments to the articles of association of IIML which will be undertaken in accordance with applicable law.

A draft of the Amended and Restated Trust Deed for giving effect to the above intention of the parties and any other consequent changes thereto has been negotiated and agreed by the parties.

The Board has, at its meeting held on October 24, 2023, approved the execution of the Amended and Restated Trust Deed.

Accordingly, in light of Article 17 of the Trust Deed, approval of the Unitholders is being sought for execution of the Amended and Restated Trust Deed, subject to receipt of requisite approvals and compliance with applicable law. The Amended and Restated Trust Deed is available for inspection by any unitholder at the principal place of business/registered office of the InvIT between 10 a.m. IST to 12 p.m. IST, on any day from Monday to Friday, other than Saturday, Sunday and public holidays, subject to 2 business days prior notice.

**NOW THEREFORE, IT IS:**

**“RESOLVED THAT** in accordance with Article 17 of the trust deed dated March 7, 2018 executed between L&T Infrastructure Development Projects Limited (“**IDPL**”) and IDBI Trusteeship Services Limited (“**Trustee**”) (“**Trust Deed**”), and the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, the consent of the unitholders (“**Unitholders**”) of IndInfravit Trust (“**InvIT**”) be and is hereby accorded for the adoption of the amended and restated Trust Deed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the board of Directors of IIML (“**Board**”) (acting directly and/or through its authorized delegates), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any appropriate authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize, execute, modify, vary, amend and register all documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Unitholders in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Unitholders, as the case may be.”

### **ITEM NO. 3. CHANGE IN CONTROL OF L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED IN ITS CAPACITY AS SPONSOR OF INDINFRAVIT TRUST**

**To consider, and if thought fit, to pass with or without modification(s), the following resolution by way of requisite majority (i.e. where the unitholders constituting 75% of the unitholders by value approve the resolution) as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“InvIT Regulations”) and the trust deed dated March 7, 2018 executed between L&T Infrastructure Development Projects Limited (“IDPL”) and IDBI Trusteeship Services Limited (“Trust Deed”), as amended from time to time:**

Larsen & Toubro Limited (“**L&T**”) and CPPIB India Private Holdings Inc. (“**CPPIB**”) hold 100% of the equity shareholding of IDPL. L&T and CPPIB are desirous of selling their entire shareholding in IDPL, which is a sponsor of IndInfravit Trust (“**InvIT**”), to Epic Concesiones Private Limited (“**Epic**”) (“**Proposed Transaction**”). In this regard, L&T, CPPIB, IDPL and Epic have executed a share purchase agreement dated December 16, 2022, for sale of 100% of issued and paid up share capital of IDPL held by L&T and CPPIB to Epic (“**IDPL SPA**”). Consequent to the sale of IDPL in terms of

the IDPL SPA, there shall be a change in control of IDPL in its capacity as sponsor of the InvIT.

The Board has, subject to the receipt of the approval of the unitholders of the InvIT in accordance with the InvIT Regulations, at its meeting held on October 24, 2023, taken note of the proposed change in control of IDPL in its capacity as the sponsor of the InvIT.

Accordingly, approval of the Unitholders is being sought for change in control of IDPL, in its capacity as Sponsor of the InvIT, subject to receipt of requisite regulatory approvals and compliance with applicable law.

**NOW THEREFORE, IT IS:**

**“RESOLVED THAT** in accordance with the trust deed dated March 7, 2018 executed between L&T Infrastructure Development Projects Limited (“**IDPL**”) and IDBI Trusteeship Services Limited, and the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, the consent of the unitholders (“**Unitholders**”) of IndInfravit Trust (“**InvIT**”) be and is hereby accorded for the change in control of IDPL, in its capacity of sponsor of InvIT pursuant to the share purchase agreement dated December 16, 2022 for sale of 100% of shareholding of IDPL, held by Larsen & Toubro Limited (“**L&T**”) and CPPIB India Private Holdings Inc. (“**CPPIB**”) to Epic Concesiones Private Limited (“**IDPL SPA**”) (“**Proposed Transaction**”).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the board of Directors of IIML (“**Board**”) (acting directly and/or through its authorized delegates), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any appropriate authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize, execute, modify, vary, amend and register all documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the of the InvIT in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Unitholders, as the case may be.”

**ITEM NO. 4. APPROVAL FOR DE-CLASSIFICATION AND DISASSOCIATION OF L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED AS SPONSOR OF INDINFRAVIT TRUST**

To consider, and if thought fit, to pass with or without modification(s), the following resolution by way of requisite majority (i.e. where 75% of the unitholders by value excluding the value of units held by parties related to the transaction vote in favour of the resolution) as per the the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the rules, regulations, guidelines notifications and circulars issued thereunder (“InvIT Regulations”) and the trust deed dated March 7, 2018 executed between L&T Infrastructure Development Projects Limited (“IDPL”) and IDBI Trusteeship Services Limited (“Trust Deed”), as amended from time to time:

The sponsor of IndInfravit Trust (“InvIT”), L&T Infrastructure Development Projects Limited (“IDPL”) intends to de-classify and disassociate itself as a sponsor of the InvIT, subject to applicable provisions of any law for the time being in force including the InvIT Regulations. IDPL has issued a letter dated October 23, 2023, issued to IndInfravit Trust and Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited) provided its consent and confirmation of its intent to de-classify and disassociate the Company as a sponsor and requested seeking approval from unitholders for the same, as required under InvIT Regulations.

The Board has, subject to the receipt of the approval of the unitholders of the InvIT in accordance with the InvIT Regulations, at its meeting held on October 24, 2023, approved the de-classification and disassociation of IDPL as a sponsor of the InvIT.

Accordingly, approval of the Unitholders is being sought for de-classification and disassociation of IDPL as a sponsor of the InvIT, subject to receipt of requisite approvals under applicable law, if any, and compliance with applicable law by the parties.

**“RESOLVED THAT** pursuant to Regulation 22(7) and other applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (“**InvIT Regulations**”), other regulations, circulars, guidelines issued by the SEBI and such law as may be applicable, subject to such approvals, permissions, consents and sanctions of the concerned statutory, regulatory and governmental authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such regulatory approvals, permissions, consents and sanctions, the consent, authority and approval of the unitholders of IndInfravit Trust



("IndInfravit") be and is hereby granted for the de-classification and disassociation of L&T Infrastructure Development Projects Limited, as the sponsor of IndInfravit."

**RESOLVED FURTHER THAT** the board of directors of Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited), being the investment manager of IndInfravit or any director thereof, be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any appropriate authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize, execute, modify, vary, amend and register all documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the InvIT in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Unitholders, as the case may be."

For IndInfravit Trust  
By Order of the Board  
Interise Investment Managers Limited  
(Formerly known as LTIDPL IndvIT Services Limited  
(as the Investment Manager to IndInfravit Trust)

Rekha NB

Date : October 24,2023  
Place : Chennai

Company Secretary and Compliance Officer

**Principal Place of Business/Registered Office and Contact Details of the Trust:**

**IndInfravit Trust**

5<sup>th</sup> Floor, SKCL- Tech Square,  
Lazer St, South Phase,  
SIDCO Industrial Estate, Guindy,  
Chennai, Tamil Nadu – 600 032.  
SEBI Registration Number: IN/InvIT/17-18/0007  
Tel: +91 44 4398 6000  
E-mail: [comply@indinfravit.com](mailto:comply@indinfravit.com)  
Website: [www.indinfravit.com](http://www.indinfravit.com)  
Compliance Officer: Ms. Rekha NB

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

Interise Investment Managers Limited  
(Formerly known as LTIDPL IndvIT Services Limited)  
CIN: U45203TN1999PLC042518  
5<sup>th</sup> Floor, SKCL- Tech Square, Lazer St,  
South Phase, SIDCO Industrial Estate,  
Guindy, Chennai, Tamil Nadu – 600 032.  
Tel: +91 44 4398 6000

## **NOTES**

1. The explanatory statement stating all material facts and the reason for the proposed resolution is annexed herewith.
2. The Postal Ballot Notice is being sent to Unitholders on their registered / updated / available email Ids with the Trust / RTA except for those Unitholders whose email Ids are not being registered / updated / available with the Trust and/or RTA. And the Unitholders shall vote through electronic mode only as per the instructions for e-voting provided in the Postal Ballot Notice with the only exception being the Unitholders who are being sent physical notices, can vote through ballot forms and are required to send their postal ballot form through speed / registered post.
3. Only those unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, November 3, 2023 will be entitled to cast their votes by Postal Ballot.
4. Unitholders entitled to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, along with a postage-prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the scrutinizer not later than closure of working hours 5:00 p.m. (IST) on Wednesday, November 29, 2023. The postage will be borne by the Trust. However, envelopes containing postal ballots, if sent by registered / speed post / courier at the expense of the Unitholders will also be accepted. If any postal ballot is received after 5:00 p.m. (IST) on Wednesday, November 29, 2023, it will be considered that no reply from the Unitholder has been received.
5. Resolutions passed by the unitholders through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the Unitholders.
6. A unitholder cannot exercise his vote by proxy on postal ballot.
7. The Scrutinizer will submit his report to the Board of Directors / KMP or person duly authorised by the Board of Investment Manager after the completion of scrutiny and the result of the voting by postal ballot will be displayed on the website of the Trust ([www.indinfravit.com](http://www.indinfravit.com)), besides being communicated to the stock exchanges on or before Friday, December 1, 2023.
8. The last date for the receipt of duly completed Postal Ballot Forms shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

9. All the material documents referred to in the resolution will be available for inspection at the principal place of business / registered office of the Trust during office hours on Monday to Friday from 10.00 a.m. – 5.30 p.m. from the date of despatch until the last date for receipt of votes by postal ballot i.e. Wednesday, November 29, 2023, other than as specified in the Explanatory Statement.
10. Unitholders are requested to address all correspondence including distribution matters to the RTA by e-mail to [indinfravit@kfintech.com](mailto:indinfravit@kfintech.com).
11. Institutional unitholders (i.e. other than individuals, HUF, NRI etc.) 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 vote, to the RTA by e-mail to [indinfravit@kfintech.com](mailto:indinfravit@kfintech.com).
12. Unitholders if any, who have not registered their email address so far are requested to register their email address for receiving all communication including annual reports, distribution etc. from the Investment Manager, on behalf of IndInfravit Trust, electronically.

## EXPLANATORY STATEMENT

### ITEM NO. 1. APPROVAL FOR PERFORMANCE UNDER THE SECOND AMENDMENT TO THE FRAMEWORK AGREEMENT

The shareholders of L&T Infrastructure Development Projects Limited (“IDPL”), have entered into binding agreements to transfer their entire shareholding in IDPL to an identified purchaser. To allow for the successful consummation of such transaction, and to capture mutually acceptable understanding with the IndInfravit Trust in respect of various matters, including certain outstanding indemnity obligations of IDPL, InvIT Framework Agreement was executed on December 15, 2022 amongst IndInfravit Trust (“InvIT”), Bewar Pali Pindwara Tollway Private Limited (“BPPTPL”), Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited) (“IIML”), IDPL and L&T (“InvIT Framework Agreement”). The InvIT Framework Agreement was approved by the board of IIML on December 14, 2022. Further, to perform various obligations under the InvIT Framework Agreement, approval of unitholders was obtained on January 15, 2023 with the requisite majority.

Pursuant to SEBI circular dated August 16, 2023, wherein SEBI introduced the concept of self-sponsored Investment Manager under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“InvIT Regulations”).

Given the need to change the IDPL as Sponsor and having the ability of having a self-sponsored Investment Manager, it is now proposed to de-classify and disassociate L&T Infrastructure Development Projects Limited as sponsor of InvIT and convert IIML into a self-sponsored investment manager subject to satisfaction of conditions under

InvIT Regulations including Regulation 22(8) of the InvIT Regulations. Therefore, the parties are giving effect to the above intention of the parties by way of a second amendment agreement to the InvIT Framework Agreement.

A draft of the second amendment agreement to the InvIT Framework Agreement for giving effect to the above intention of the parties has been negotiated and agreed by the parties. The Board has, at its meeting held on October 24, 2023, approved the execution of the second amendment agreement to the InvIT Framework Agreement pursuant to the Proposed Transaction.

Accordingly, approval of the Unitholders is being sought for performance under the second amendment agreement to the InvIT Framework Agreement, subject to receipt of requisite approvals and compliance with applicable law.

In terms of Regulation 22(5)(d) of the InvIT Regulations, approval of the Unitholders holding not less than 60% of the units is required for any issue, not in the ordinary course of business, which in the opinion of the sponsor(s) or investment manager or trustee requires approval of the unit holders.

Accordingly, the approval of the Unitholders is being sought in respect of this matter.

The Board of the investment manager recommends the item no. 1 as set out in the Notice for the approval of the unitholders.

## **ITEM NO. 2. ADOPTION OF AMENDED AND RESTATED TRUST DEED**

It is proposed that IDPL, the parent company of Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited) ("IIML") will be acquired by a third-party ("**IDPL Sale**"). Further, SEBI had issued circular dated August 16, 2023, wherein SEBI introduced the concept of self-sponsored Investment Manager under the InvIT Regulations, it is proposed to de-classify and disassociate IDPL as sponsor of IndInfravit Trust ("**InvIT**") and convert IIML into a self-sponsored investment manager subject to satisfaction of conditions under InvIT Regulations including Regulation 22(8) of the InvIT Regulations. Accordingly, pursuant to IDPL Sale, it is proposed that IDPL will be de-classified and disassociate as the sponsor of the InvIT and IIML will convert into a self-sponsored investment manager of the InvIT.

Further, it is also proposed that 100% of the issued and paid up share capital of IIML will be acquired by CPPIB India Private Holdings Inc. ("**CPPIB**"), Allianz Infrastructure Luxembourg II S.À R.L. ("**Allianz**") and 2726247 Ontario Inc. ("**Omers**") (collectively with CPPIB and Allianz, "**Purchasers**") from IDPL ("**IIML Sale Transaction**").

Therefore, approval of the unitholders is sought to adopt an amended and restated Trust Deed (“**Amended and Restated Trust Deed**”) incorporating amendments to the Trust Deed in respect of the following:

- (A) with effect from the completion of the IIML Sale Transaction: (i) for modifying the Corporate Governance Framework set out in Schedule II of the Trust Deed to incorporate the respective rights and obligations of the Purchasers in relation to the management and governance of IIML and other matters incidental thereto; and (ii) to provide for nomination and appointment of nominee director rights in IIML to unitholders holding 10% or more of the total outstanding units of the InvIT either individually or collectively pursuant to the circular issued by SEBI on September 11, 2023 on ‘Board nomination rights to unitholders of Infrastructure Investment Trusts (InvITs)’ bearing reference number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153; and
- (B) with effect from the completion of the IDPL Sale, reflect the (i) de-classification and disassociation of IDPL as the sponsor of InvIT, (ii) conversion of IIML into a self-sponsored investment manager of the InvIT.

The amendments in respect of the Corporate Governance Framework will also require consequent amendments to the articles of association of IIML which will be undertaken in accordance with applicable law.

A draft of the Amended and Restated Trust Deed for giving effect to the above intention of the parties and any other consequent changes thereto has been negotiated and agreed by the parties.

The Board has, at its meeting held on October 24, 2023, approved the execution of the Amended and Restated Trust Deed.

Accordingly, in light of Article 17 of the Trust Deed, approval of the Unitholders is being sought for execution of the Amended and Restated Trust Deed, subject to receipt of requisite approvals and compliance with applicable law. The draft Restated and Amended Trust Deed is available for inspection by any unitholder at the principal place of business/registered office of the InvIT between 10 a.m. IST to 12 p.m. IST, on any day from Monday to Friday, other than Saturday, Sunday and public holidays, subject to 2 business days prior notice.

The Board of the investment manager recommends the item no. 2 as set out in the Notice for the approval of the unitholders.

**ITEM NO. 3. CHANGE IN CONTROL OF L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED IN ITS CAPACITY AS SPONSOR OF INDINFRAVIT TRUST**

To consider, and if thought fit, to pass with or without modification(s), the following resolution by way of requisite majority (i.e. where the unitholders constituting 75% of

the unitholders by value approve the resolution) as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“**InvIT Regulations**”) and the trust deed dated March 7, 2018 executed between L&T Infrastructure Development Projects Limited (“**IDPL**”) and IDBI Trusteeship Services Limited (“**Trust Deed**”), as amended from time to time:

Larsen & Toubro Limited (“**L&T**”) and CPPIB India Private Holdings Inc. (“**CPPIB**”), hold 100% of the equity shareholding of IDPL. L&T and CPPIB are desirous of selling their entire shareholding in IDPL, which is a sponsor of IndInfravit Trust (“**InvIT**”), to Epic Concesiones Private Limited (“**Epic**”) (“**Proposed Transaction**”). In this regard, L&T, CPPIB, IDPL and Epic have executed a share purchase agreement dated December 16, 2022 for sale of 100% of issued and paid up share capital of IDPL held by L&T and CPPIB to Epic (“**IDPL SPA**”). Consequent to the sale of IDPL in terms of the IDPL SPA, there shall be a change in control of IDPL in its capacity as sponsor of InvIT.

The Board has, subject to the receipt of the approval of the unitholders of the InvIT in accordance with the InvIT Regulations, at its meeting held on October 24, 2023, taken note of the proposed change in control of IDPL in its capacity as the sponsor of the InvIT.

Accordingly, approval of the Unitholders is being sought for change in control of IDPL, in its capacity as Sponsor of InvIT, subject to receipt of requisite regulatory approvals and compliance with applicable law.

In terms of Regulation 22(7)(a) of the InvIT Regulations, approval of 75% Unitholders by value is required for change in control of sponsor. Providing an exit option to the dissenting Unitholders will be at IDPL’s sole discretion, which will be intimated post declaration of results of the Unitholders’ meeting. SEBI *vide* the SEBI Exit Process Circular has provided the condition, manner and mechanism of providing exit option including exit price (in case requisite approval of Unitholders is not received) to dissenting Unitholders under InvIT Regulations. Dissenting Unitholders means unit holders as on the cut-off date for voting, who have not voted in favour of the resolution proposed in terms of Regulation 22(5C) or Regulation 22(7) of the InvIT Regulations, irrespective of whether present or not.

Accordingly, the approval of the Unitholders is being sought in respect of this matter.

The Board of the investment manager recommends the item no. 3 as set out in the Notice for the approval of the unitholders.

**ITEM NO. 4. APPROVAL FOR DE-CLASSIFICATION AND DISASSOCIATION OF L&T INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED AS A SPONSOR OF INDINFRAVIT TRUST**

To consider, and if thought fit, to pass with or without modification(s), the following resolution by way of requisite majority (i.e. where the unitholders constituting 75% of the unitholders by value approve the resolution) as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("**InvIT Regulations**") and the trust deed dated March 7, 2018 executed between L&T Infrastructure Development Projects Limited ("**IDPL**") and IDBI Trusteeship Services Limited ("**Trust Deed**"), as amended from time to time:

The shareholders of L&T Infrastructure Development Projects Limited ("**IDPL**"), have entered into binding agreements to transfer their entire shareholding in IDPL to an identified purchaser. Subsequently, IDPL had by its letter dated October 23, 2023 (the "**IDPL Letter**") issued to IndInfravit Trust and Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited), provided its consent and confirmation of its intent to de-classify and disassociate IDPL as a sponsor of the InvIT and convert the Investment Manager into a self-sponsored investment manager in accordance with applicable law. Further, IDPL requested the Investment Manager to seek approval from the unitholders in this regard.

Pursuant to the IDPL Letter, the Board of Directors of Investment Manager, subject to the receipt of the approval of the unitholders of the InvIT in accordance with the InvIT Regulations, on October 24, 2023 approved the de-classification and disassociation of IDPL as a Sponsor of the InvIT, subject to compliance with the InvIT Regulations. On June 16, 2020 and August 18, 2023, certain amendments were notified to the InvIT Regulations through the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020 ("**SEBI Amendment Regulation**") read with SEBI Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/122 dated July 17, 2020 ("**SEBI Exit Process Circular**"). Pursuant to Regulation 22(7) of the SEBI Amendment Regulation,

*"In case of any change in sponsor or inducted sponsor or change in control of sponsor or inducted sponsor or conversion to Self-Sponsored Investment Manager, -*

*(a) prior to such change, approval from seventy five per cent. of the unit holders by value excluding the value of units held by parties related to the transaction shall be obtained*

*(b) if the required approval is not received,-*

*(i) in case of change of sponsor or inducted sponsor, the proposed inducted sponsor shall provide the dissenting unit holders an option to exit by buying their units in the manner specified by the Board;*

*(ii) in case of change in control of the sponsor or inducted sponsor, the said sponsor or inducted sponsor shall provide the dissenting unit holders an option to exit by buying their units in the manner specified by the Board; Explanation: Change in sponsor or inducted sponsor shall mean any change due to entry of a new sponsor with or without exit of an existing sponsor.*

*(iii) in case of conversion to Self-Sponsored Investment Manager, the Investment Manager shall provide the dissenting unit holders an option to exit by buying their units in the manner specified by the Board.”*

Accordingly, approval of the Unitholders is being sought for the de-classification and disassociation of IDPL as a sponsor of the InvIT in accordance with the above amendment and other applicable provisions of the InvIT Regulations, the guidelines, circulars and notifications issued thereunder. In terms of the SEBI Amendment Regulations, *“the proposed inducted sponsor shall provide the dissenting Unitholders an option to exit by buying their units in the manner specified by the Board”*. Providing an exit option to the dissenting Unitholders will be at Interise Investment Managers Limited (Formerly known as LTIDPL InvIT Services Limited's) sole discretion, which will be intimated post declaration of results of the Unitholders' meeting. SEBI *vide* the SEBI Exit Process Circular has provided the condition, manner and mechanism of providing exit option including exit price (in case requisite approval of Unitholders is not received) to dissenting Unitholders under InvIT Regulations. Dissenting Unitholders means unit holders as on the cut-off date for voting, who have not voted in favour of the resolution proposed in terms of Regulation 22(5C) or Regulation 22(7) of the InvIT Regulations, irrespective of whether present or not.

Accordingly, in view of the definite agreements executed for change in control of IDPL and pursuant to their letter dated October 23, 2023 to InvIT and IIML confirming their intent to de-classify and disassociate IDPL as a sponsor of the InvIT, it is proposed to de-classify and disassociate L&T IDPL as sponsor and amend the Trust Deed dated March 7, 2018 entered into between the Sponsor and the Trustee to de-classify and disassociate IDPL as a sponsor of the InvIT. Voting by any person who is a related party in such transaction as well as associates of such person(s) shall not be considered on the specific issue.

The Board of the Investment Manager recommends the resolution set forth in Item No. 4 as set out in the notice for the approval of the Unitholders by way of special majority (approval from 75% (seventy-five per cent) of the unitholders by value excluding the value of units held by parties related to the transaction).

For IndInfravit Trust  
By Order of the Board  
Interise Investment Managers Limited



(Formerly known as LTIDPL IndvIT Services Limited  
(as the Investment Manager to IndInfravit Trust)

Rekha NB

Date: October 24, 2023  
Place: Chennai

Company Secretary and Compliance Officer

**THE INTRUCTIONS OF UNITHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 9:00 a.m. (IST) Thursday, November 9, 2023 and ends at 5:00 p.m. (IST) on Wednesday, November 29, 2023. During this period, unitholders of the Trust holding units either in physical form or in dematerialized form, as on the cut-off date of Friday, November 3, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of SEBI circular on e-Voting facility provided by Listed entities, Individual unitholders holding units 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 in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual unitholders holding units in Demat mode** is given below:

Type of shareholders	Login Method
Individual unitholders holding units in Demat mode with CDSL	<ul style="list-style-type: none"><li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e., CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li></ul>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual unitholders holding units in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote..</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote.</p>
<p>Individual unitholders (holding units in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote.</p>

Important note: Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual unitholders holding units in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Unitholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Unitholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for **physical unitholders and unitholders other than individual holding in Demat form is given below:**

- (i) The unitholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding units in Physical Form should enter Folio Number registered with the Trust.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding units in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

<b>For unitholders holding units in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat unitholders as well as physical unitholders) <ul style="list-style-type: none"> <li>• Unitholders who have not updated their PAN with the Company/Depository Participant are requested to use the first</li> </ul>

	<p>two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<p>Dividend Bank Details <b>OR</b> Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Unitholders holding units in physical form will then directly reach the Company selection screen. However, unitholders holding units **in demat form** will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For unitholders holding units in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the "IndInfravit Trust" on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Unitholders can also cast their vote using CDSL's mobile app m-Voting available for android-based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual unitholders and Custodians**
- Non-Individual unitholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).