

November 8, 2023

To

**Corporate Relations Department
BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 541300

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

Dear Sir/Madam,

Sub: Notice of the Extraordinary General Meeting of IndInfraVIT Trust.

We wish to inform you that the Extraordinary General Meeting of the Unitholders of IndInfraVIT Trust ("Trust") will be held on Tuesday, November 28, 2023 at 2:30 p.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') in accordance with the SEBI circular SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, 2023 read with previous circulars. The venue for the meeting shall be deemed to be the registered office of the Trust situated at 5th Floor, SKCL - Tech Square, Lazer St, South Phase, SIDCO Industrial Estate, Guindy, Chennai – 600 032, Tamil Nadu, India.

We are enclosing a copy of the Notice of the Extraordinary General Meeting of the Unitholders of the Trust.

Request you to take note of the same.

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
BALASUBRAMAN
AN NALLEPPILY

Digitally signed by REKHA
BALASUBRAMAN
NALLEPPILY
Date: 2023.11.08 16:19:18
+05'30'

Rekha NB

Company Secretary and Compliance Officer



NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of the Unitholders ("Unitholders") of IndInfraVIT Trust ("Trust") will be held on Tuesday, November 28, 2023, at 2.30 p.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

ITEM NO. 1. APPROVAL FOR UNITHOLDING OF INDINFRAVIT TRUST ("INDINFRAVIT") HELD BY OR ACQUIRED BY CPP INVESTMENT BOARD PRIVATE HOLDINGS (3) INC., CPP INVESTMENT BOARD PRIVATE HOLDINGS (4) INC. AND ITS ASSOCIATES/ AFFILIATES

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"):

Larsen & Toubro Limited ("**L&T**") and CPPIB IPHI Private Holdings Inc. ("**CPPIB IPHI**") are proposing to sell their entire shareholding in L&T Infrastructure Development Projects Limited ("**IDPL**"), which is a sponsor of IndInfraVIT Trust ("**InvIT**"), to Epic Concesiones Private Limited ("**Epic**") ("**Proposed Transaction**"). In this regard, L&T, CPPIB IPHI, IDPL and Epic have executed a share purchase agreement dated December 16, 2022 for sale of 100% of shareholding of IDPL held by L&T and CPPIB to Epic ("**IDPL SPA**"). Pursuant to the IDPL SPA, CPPIB IPHI, CPP Investment Board Private Holdings (3) Inc. ("**CPPIB 3**") and CPP Investment Board Private Holdings (4) Inc. ("**CPPIB 4**") and collectively with CPPIB 3 ("**CPPIB**") shall not be considered related parties or associates of the sponsor of the InvIT, being IDPL.

CPPIB has, by way of letter dated November 8, 2023, has informed the Investment Manager that CPPIB holds, either directly or through its affiliates, more than 25% of the outstanding units of the Trust and may acquire, either directly or through its affiliates, further units of the Trust in accordance with the InvIT Regulations. CPPIB had requested the Investment Manager to initiate the unitholder resolution process in accordance with Regulation 22(5C) of the InvIT Regulations in this regard. Pursuant to Regulation 22(5C) of the InvIT Regulations, (i) the unitholding of CPPIB, directly or through their affiliates, above 25% of the value of the outstanding units of the InvIT; and (ii) any further acquisition of units by CPPIB, directly or through their affiliates, such that their unitholding remains in excess of 25% of the outstanding units of the InvIT, shall be subject to approval from 75% of the unitholders of the InvIT, by value, excluding the value of units held by the parties related to the transaction.

Accordingly, it is required to pass and give effect to the following resolutions:

"RESOLVED THAT pursuant to Regulation 22(5C) 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 (the "**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 approvals, permissions, consents and sanctions, the consent, authority and approval of the unitholders of IndInfravit Trust ("**InvIT**") be and is hereby granted for CPP Investment Board Private Holdings (3) Inc. and CPP Investment Board Private Holdings (4) Inc., to hold, directly or through their affiliates, more than 25% of the outstanding units of InvIT and acquire any further units of InvIT, which taken together with the units held by CPPIB and persons acting in concert with CPPIB, will continue to exceed 25% of the value of the outstanding units issued by InvIT."

RESOLVED FURTHER THAT the board of Interise Investment Managers Limited Interise Investment Managers Limited (formerly known as LTIDPL IndvIT Services Limited) ("**Board**") (acting directly and/or through its authorized delegates), being the investment manager of InvIT 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
Company Secretary and Compliance Officer

Date: November 8, 2023
Place: Chennai

Principal Place of Business/Registered Office and Contact Details of Trust

IndInfravit Trust
5th 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

Website: <https://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

5th Floor, SKCL- Tech Square,

Lazer St, South Phase,

SIDCO Industrial Estate, Guindy

Chennai, Tamil Nadu – 600 032

Tel: +91 44 4398 6000

NOTES:

1. Pursuant to the SEBI Circular SEBI/HO/DDHS/DDHS_Div2 /P/CIR/2023/14 dated January 12, 2023 read SEBI Circular SEBI/HO/DDHS/ DDHS_Div/P/CIR/ 2022/079 dated June 3, 2022 read with Circular No. SEBI/HO/DDHS/DDHS/CIR/P /2021/21 dated February 26, 2021 read with Circular No. SEBI/HO/DDHS/DDHS/CIR /P/2020/102 dated June 22, 2020 and in compliance with the applicable provisions, the Extraordinary General Meeting ('EGM') of the trust is being held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') which does not require the physical presence of the Unitholders at a common venue. Hence, Unitholders can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Trust.
2. Since this EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Central Depository Services (India) Limited ("CDSL") will be providing facility of voting through remote e-Voting and e-Voting during the EGM.
4. Institutional unitholders (i.e. other than individuals, HUF, NRI etc.) are required to send a 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 EGM on its behalf and to vote either through remote e-voting or during the EGM, at comply@indinfravit.com. It is also requested to upload the same in the e-voting module in their login.
5. Only those unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories on Friday, November 3, 2023 will be entitled to receive notice of the EGM.
6. Only those Unitholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so, may cast their vote during the EGM through e-Voting system in the EGM.

7. The Unitholders who have cast their vote by remote e-Voting prior to the EGM may also participate in the EGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.
8. Unitholders are requested to address all correspondence including distribution matters to the RTA by e-mail to indinfravit@kfintech.com.
9. The Securities and Exchange Board of India (the "SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
10. Unitholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars etc. from the Investment Manager, on behalf of the Trust, electronically. The detailed instructions for registering e-mail addresses form part of the Notes to this Notice.
11. All the documents referred to in the accompanying notice, shall be available for inspection through electronic mode, basis the request being sent to comply@indinfravit.com.
12. The Unitholders can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time for commencement of EGM and after the commencement of EGM by following the procedure mentioned in the Notice. The facility for participation at the EGM through VC/OAVM will be made available for all Unitholders. The detailed instructions for joining the Meeting through VC/OAVM forms part of the Notes to this Notice.
13. The attendance of the Unitholders attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum.
14. Mr. Nikunj Kanodia, Practicing Chartered Accountant (Membership Number: 069995) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. In line with the aforementioned SEBI Circular, the Notice calling the EGM is being sent only through electronic mode to those Unitholders whose e-mail addresses are registered /available / updated with the RTA /Trust. Incase of Unitholders whose email addresses are not registered / updated /available with the Trust and / or the RTA shall receive the notice through registered / speed post / courier and are entitled to vote through remote voting or at the meeting venue. EGM Notice can also be accessed from the website of the Trust <https://indinfravit.com> as well Stock exchange on which the units of Trust are listed and also disseminated on the website of CDSL (agency for providing the remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
16. The Trust is providing e-voting facility to the Unitholders for the transaction enlisted in the Notice. Therefore, the detailed instructions for e-voting forms part of the Notes to this Notice.
17. The Scrutinizer will submit his report to the Board of Directors of the Investment Manager (the "Board") or to any other person authorized by the Board after the completion of the scrutiny of e-voting in a fair and transparent manner. The results shall be declared on or before Thursday, November 30, 2023 and communicated to the Stock Exchanges and shall also be displayed on the Trust's website:

18. Unitholders who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the DP.

INSTRUCTIONS FOR UNITHOLDERS FOR REGISTERING THE EMAIL ADDRESSES ARE AS UNDER:

- (i) Those Unitholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
- a. Unitholders holding units in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
- b. Unitholders who have not registered / updated their e-mail address with the Trust, are requested to register / update the same by writing the details of folio number and attaching a self-attested copy of PAN card to the email id: [comply @indinfravit.com](mailto:comply@indinfravit.com) or indinfravit@kfintech.com .

UNITHOLDERS INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM:

The instructions for unitholders voting electronically are as under:

- (i) The voting period begins on 1:00 p.m. on Friday, November 24, 2023 and ends on 1:00 p.m. on Tuesday, November 28, 2023. During this period, unitholders of the Trust holding units as on the cut-off date of Thursday, November 23, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The e-voting window will be activated during the EGM and shall be disabled by CDSL within 15 minutes from the conclusion of the meeting.
- (ii) Unitholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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 and joining virtual meetings **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	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

	<p>https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the EGM.</p>
Individual unitholders holding units in demat mode with NSDL	<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: https://eservices.nsdl.com 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 during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under '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 during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual unitholders (holding units in demat mode) login through	<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</p>

their Depository Participants	provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

- (iv) Login method for e-Voting and joining virtual meeting for **unitholders other than individual unitholders & physical unitholders.**

The unitholders should log on to the e-voting website www.evotingindia.com.

Click on "Shareholders" module.

Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Unitholders holding units in Physical Form should enter Folio Number registered with the Trust.

Next enter the Image Verification as displayed and Click on Login.

If you are holding units in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

	For Unitholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat unitholders as well as physical unitholders)</p> <ul style="list-style-type: none"> Unitholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Trust /email Trust at comply@indinfravit.com .

Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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).
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- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For unitholders holding units in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the "IndInfraVIT Trust" on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility 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 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.
 - 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; comply@indinfravit.com or nk@corpwis.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 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, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

INSTRUCTIONS FOR UNITHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Unitholders will be able to attend the EGM through VC/OAVM Facility through the CDSL e-Voting system at www.evotingindia.com under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Trust EGM. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice of the EGM.
4. Unitholders will be provided with a facility to attend the EGM by VC/OAVM through the CDSL e-voting facility.
5. Unitholders are encouraged to join the Meeting through Laptops for better experience.
6. Further, Unitholders will be required to allow camera and shall have Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Unitholders who have any queries or would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request / queries atleast 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at comply@indinfravit.com. These queries will be replied to by the company suitably by email.
9. Those Unitholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

If you have any queries or issues regarding attending EGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

ITEM NO. 1. APPROVAL FOR UNITHOLDING OF INDINFRAVIT TRUST ("INDINFRAVIT") HELD BY OR ACQUIRED BY CPP INVESTMENT BOARD PRIVATE HOLDINGS (3) INC., CPP INVESTMENT BOARD PRIVATE HOLDINGS (4) INC. AND ITS ASSOCIATES/ AFFILIATES

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 IPHI Private Holdings Inc. ("**CPPIB IPHI**"), hold 100% of the equity shareholding of IDPL. L&T and CPPIB IPHI 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 IPHI, 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.

Further, pursuant to the Proposed Transaction and the IDPL SPA, CPPIB IPHI and its affiliates shall not be related parties or associates of the sponsor of the InvIT, being IDPL. Accordingly, pursuant to Regulation 22(5C) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, unitholding by CPP Investment Board Private Holdings (3) Inc., CPP Investment Board Private Holdings (4) Inc., above 25% of the value of the outstanding units of the InvIT and any further acquisition of units by CPPIB, directly or through their affiliates, such that their unitholding remains in excess of 25% of the outstanding units of the InvIT, shall be subject to approval from 75% of the unitholders of the InvIT, by value, excluding the value of units held by the parties related to the transaction.

The Board has, subject to the receipt of the approval of the unitholders of the InvIT in accordance with the InvIT Regulations, by way of its resolution dated November 8, 2023, noted the unitholding of CPPIB, directly or through its affiliates, being above 25% of the value of the outstanding units of the InvIT and also noted the CPPIB may, directly or through their affiliates, acquire such units of the InvIT, which taken together

Notice of Extra Ordinary General Meeting -November 28, 2023 INDINFRAVIT TRUST
with the units held by CPPIB and persons acting in concert with CPPIB, continue to exceed 25% of the value of the outstanding units issued by InvIT.

In terms of Regulation 22(5C) of the InvIT Regulations, approval of 75% Unitholders by value is required for in the event any person, other than the sponsor(s), its related parties and its associates, acquire units of the InvIT, which taken together with units held by such person and persons acting in concert with such person in the InvIT, exceeds 25% of the value of the outstanding units of the InvIT. It is clarified that approval from 75% Unitholders, by value excluding the value of units held by parties related to the transaction, is required.

Further, in accordance to the SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, the cut-off date for this resolution is date not more than three working days before the date of meeting for determining the eligibility to vote, being November 23, 2023.

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.

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)

Date: November 8, 2023
Place :Chennai

Rekha NB
Company Secretary and Compliance Officer