

November 30, 2023

To,

<b>Corporate Relations Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 541300	<b>The Listing Department,</b> <b>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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Dear Sir/Madam,

**Sub: Voting results of Postal Ballot activity**

This is further to our letter dated November 8, 2023, in relation to intimation of dispatch of postal ballot notice seeking unitholders approval for certain matters in relation to IndInfravit Trust.

In this regard, we wish to inform you that the resolutions have been passed by the unitholders with the requisite majority on Wednesday, November 29, 2023, being the last date for voting.

In connection with the same, please find the following:

1. Voting Results of the said Postal Ballot activity marked as Annexure 1.
2. The Scrutinizer's report dated November 29, 2023 marked as Annexure 2.

The Voting Results along with the Scrutinizer's Report are also available on the website of the Trust viz; [www.indinfravit.com](http://www.indinfravit.com).

Request you to take note of the same.

Thanking You,

Yours Sincerely,

For & on behalf of IDBI Trusteeship Services Limited

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**GUPTA**

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Annexure 1

**INDINFRAVIT TRUST**  
**Postal Ballot and E- Voting Results**

Date of AGM/ EGM	Not Applicable (Resolution passed through Postal Ballot on November 29, 2023)
Total Number of unitholders on record date	42
No. of unitholders present in the Meeting either in person or through proxy	Not Applicable (Resolution passed through Postal Ballot)
No. of unitholders attended the meeting through video conferencing	Not Applicable (Resolution passed through Postal Ballot)

The details of the business transacted/results of the Postal Ballot activity:

Sr. No	Agenda	Resolution Required	Remarks
1.	Conversion of Interise Investment Managers Limited (formerly known as LTIDPL IndvIT Services Limited) to a self-sponsored Investment Manager 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 applicable statutes.	Resolution was passed by way of requisite majority as per applicable statutes.
2	Proposed change in control of Interise Investment Managers Limited (formerly known as LTIDPL IndvIT Services Limited), in its capacity as the Investment Manager 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 holding not less than 60% of the units vote in favour of the resolution) as per applicable statutes.	Resolution was passed by way of requisite majority as per applicable statutes.



Voting Results of the Trust for the Postal Ballot activity are as follows:

**Item No.1**

**CONVERSION OF INTERISE INVESTMENT MANAGERS LIMITED (FORMERLY KNOWN AS LTIDPL INDVIT SERVICES LIMITED) TO A SELF-SPONSORED INVESTMENT MANAGER OF INDINFRAVIT TRUST**

Category	Mode of Voting	No. of Units held	No. of votes polled	% of Votes polled on outstanding units	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Sponsor(s)/ Investment Manager/ Project Manager(s) and their associates/ related parties	E-Voting	63,41,46,428	63,41,46,428	60.83%	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party
<b>Public Holdings</b>								
1. Mutual Funds	E-Voting	-	-	-	-	-	-	-
2. Foreign Direct Investor	E-Voting	14,05,58,623	14,05,58,623	13.48 %	14,05,58,623	NIL	100%	NIL
3. Foreign Portfolio Investor	E-Voting	22,18,93,790	22,18,93,790	21.29 %	22,18,93,790	NIL	100%	NIL
4. others	E-Voting	4,58,12,336	3,60,12,501	3.45%	3,60,12,501	NIL	100%	NIL
<b>Total</b>		<b>104,24,11,177</b>	<b>1,03,26,11,342</b>	<b>99.06%</b>	<b>39,84,64,914</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

Note: The aforesaid resolution was passed with requisite majority on November 29, 2023.

**Item No.2**

**PROPOSED CHANGE IN CONTROL OF INTERISE INVESTMENT MANAGERS LIMITED (FORMERLY KNOWN AS LTIDPL INDVIT SERVICES LIMITED), IN ITS CAPACITY AS THE INVESTMENT MANAGER OF INDINFRAVIT TRUST**

Category	Mode of	No. of Units held	No. of votes	% of Votes	No. of Votes in	No. of votes	% of votes	% of votes
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**IDBI Trusteeship Services Ltd.**

CIN : U65991MH2001GOI131154



	Voting		polled	polled on outstanding units	favour	against	in favour on votes polled	against on votes polled
Sponsor(s)/ Investment Manager/ Project Manager(s) and their associates/ related parties	E-Voting	63,41,46,428	63,41,46,428	60.83%	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party
<b>Public Holdings</b>								
1. Mutual Funds	E-Voting	-	-	-	-	-	-	-
2. Foreign Direct Investor	E-Voting	14,05,58,623	14,05,58,623	13.48%	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party
3. Foreign Portfolio Investor	E-Voting	22,18,93,790	22,18,93,790	21.29%	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party
4. others	E-Voting	4,58,12,336	3,60,12,501	3.45%	3,60,12,501	NIL	100%	NIL
<b>Total</b>		<b>104,24,11,177</b>	<b>99,65,98,841</b>	<b>99.06%</b>	<b>3,60,12,501</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

Note: The aforesaid resolution was passed with requisite majority on November 29, 2023.





**Sundaram & Srinivasan**

CHARTERED ACCOUNTANTS

Offices : Chennai - Mumbai - Bangalore - Madurai

New No.4, Old No. 23,  
C.P. Ramaswamy Road  
Alwarpet, Chennai - 600 018

Telephone { 2498 8762  
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4210 6952

E-Mail : sundaramandsrinivasan1948@gmail.com  
yessendes@sundaramandsrinivasan.com  
Website : www.sundaramandsrinivasan.com

### Report of Scrutinizer for E Voting Facility

Date .....

To  
The Board of Directors/Authorised Persons  
IDBI Trusteeship Services Limited  
Universal Insurance Building,  
Sir P M Road, Fort,  
Mumbai - 400001.

**Sub: Scrutinizer's Report on E-voting through Postal Ballot on the Resolutions proposed to be passed, circulated to the unit holders of the Indinfravit Trust vide Notice Dated 8<sup>th</sup> November 2023 issued by IDBI Trusteeship Services Limited**

We, M/ s. Sundaram & Srinivasan, Chartered Accountants, having office at 23, CP Ramaswamy Iyer Road, Sriram Colony, Abiramapuram, Chennai, Tamil Nadu 600018 have been appointed as a scrutinizer by IDBI Trusteeship Services Limited for the purpose of scrutinizing the Results of E Voting through Postal Ballot and ascertaining the Voting Results , the details of which are mentioned hereunder.

The Investment Manager is responsible to ensure compliance with the requirements of pursuant to the Regulations of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the aforementioned Trust Deed relating to Voting through Electronic Means on resolution set out in Postal Ballot Notice.

Our responsibility as a Scrutinizer for the Voting process is restricted to ensure that the process of Voting Facility is conducted in a fair and transparent manner and make the Scrutinizer's Report of the Votes cast in favour of and against the resolutions stated below based on scrutiny of Votes received from the Unit Holders and the relevant Reports generated from the E Voting System provided by the Central Depository Services(India) Limited(" CDSL"), the authorized agency to provide E Voting facilities, appointed by the Company.

**Further to the above, we hereby submit our report as under:**

- We assumed office as Scrutinizer w.e.f 03<sup>rd</sup> November 2023
- The Company has appointed Central Depository Services (India) Limited to provide platform for E Voting. The e Voting facility was provided by CDSL on their portal i.e., <https://www.evotingindia.com>
- The E Voting Portal Facility remained open from 9<sup>th</sup> November 2023 (AM IST) and ended on 29<sup>th</sup> November 2023 at 5.00 PM IST.
- The Members of the Company as on the commencement date for e-voting i.e., 9<sup>th</sup> November 2023 were entitled to vote on the Resolutions stated in the Notice of the E Voting Ballot.





- During the period from 9<sup>th</sup> November 2023 to 29<sup>th</sup> November 2023 (i.e., as Total Duration of 21 Days) 14 Unit Holders in respect of 1032611342 Units participated for the exercise of their Voting right through E Voting Platform of CDSL.
- There was No Postal Ballot Forms required to be received physically in view of the SEBI Circulars and also no physical Ballot forms had been received.
- The Votes casted on E Voting were subsequently unblocked by us on 29<sup>th</sup> November 2023 at 05:04 pm and the Electronic Ballots were diligently scrutinized by me.
- All the Electronic Forms received up to the close of Working Hours i.e., 5.00 PM (IST) on Wednesday 29<sup>th</sup> November 2023 being the last date and time fixed by the Company for receipt of the Forms, were considered for our scrutiny.

<b>Details Of Notice to The Unit Holders Of Indinfravit Trust</b>	
	<p>Pursuant to the Regulation 22(2) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and pursuant to Clause 12 (<b>Provisions Relating to Unit Holders</b>) Trust Deed of INDINFRAVIT TRUST between L &amp; INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED(Sponsor) and IDBI TRUSTEESHIP SERVICES LIMITED(Trustee) dated 7<sup>th</sup> March 2018 (DTD) registered as Doc No. TP 1742607/2018 with Sub Registrar , Chennai South Joint I and First Amendment to the Trust Deed dated 25<sup>th</sup> February 2021 registered as Doc No 47/2021 with Sub Registrar , Chennai South Joint I , the E-Voting/ Postal Ballot Notice for the Resolutions proposed to be passed along with explanatory statement and Postal Ballot form, have been dispatched to all the Unit Holders of the Company through electronic means (wherever email ids were available) on 8<sup>th</sup> November 2023.</p>

The Unitholders were provided with the facility to exercise their right to vote on the resolution proposed to be considered through Postal Ballot by electronic means and the business had been transacted only through e-Voting Services. Unitholder had been required to vote only through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice except for those Unitholders whose email IDs are not registered / available/ updated with the Trust / RTA.





The resolutions proposed in the Notice and their nature is as hereunder:

Item No.	Brief Description of Resolution	Nature of resolution
1	<p><b><u>CONVERSION OF INTERISE INVESTMENT MANAGERS LIMITED (FORMERLY KNOWN AS LTIDPL INDVIT SERVICES LIMITED) TO A SELF-SPONSORED INVESTMENT MANAGER OF INDINFRAVIT TRUST:</u></b></p> <p>a) The sponsor of IndInfracit Trust ("InvIT"), L&amp;T Infrastructure Development Projects Limited ("IDPL") has vide its letter dated October 23, 2023, provided its consent and confirmation of its intent to de-classify and disassociate itself as a sponsor of IndInfracit.</p> <p>b) Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited) ("IIML") subsequently intends to classify itself as a Self-Sponsored Investment Manager subject to applicable provisions of any law for the time being in force including the InvIT Regulations</p> <p>c) The Board has, subject to the receipt of the approval of the unitholders of InvIT in accordance with the InvIT Regulations, at its meeting held on October 24, 2023, approved the conversion of IIML to a self-sponsored investment manager of the InvIT</p>	<p>75% of the unit holders by value excluding the value of units held by parties related to the transaction shall be obtained as per Regulation 22 (7) read with 22(2) of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014</p>



**PROPOSED CHANGE IN CONTROL OF INTERISE INVESTMENT MANAGERS LIMITED (FORMERLY KNOWN AS LTIDPL INDVIT SERVICES LIMITED), IN ITS CAPACITY AS THE INVESTMENT MANAGER OF INDINFRAVIT TRUST**

- a) As IDPL, the parent company of Interise Investment Managers Limited (Formerly known as LTIDPL IndvIT Services Limited ("IIML"), is proposed to be acquired by a third-party, as part of the overall strategy, it is proposed that 100% of the issued and paid-up shares of IIML be acquired by CPPIB India Private Holdings Inc.
- b) The Board has, subject to the receipt of the approval of the unitholders of InvIT in accordance with Article 12.2 of the Trust Deed, at its meeting held on October 24, 2023, authorised IIML to execute of the IIML SPA and the consequent change in control of IIML in its capacity as the investment manager of the InvIT.
- c) Accordingly, in light of Regulation 9(17) and Regulation 22(5) of the InvIT Regulations and Article 12.2 of the Trust Deed, approval of the unitholders is being sought for change in control of IIML in its capacity of the investment manager of InvIT, subject to receipt of requisite approvals, compliance with applicable law and satisfaction of conditions precedent by the parties

- a) Pursuant to Regulation 22 (5) (a) of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 unitholders entitled and voting cast in favour of the resolution shall not be less than one and a half times the votes cast against the resolution
- b) Pursuant to Clause 12.2.(i) of the afore mentioned Trust Deed, approval of unit holders entitled and voting not less than 60% of the units

Pursuant to Clause 12.4 of the afore mentioned Trust Deed, each unit shall carry one vote for any decision requiring a vote of unit holders.

The Eligible unitholders as on the cut-off date i.e. Friday, November 3, 2023 is as hereunder;





Resolution No.	Mode	No. of Unit Holders	Total No: of Units
1	E-Voting through Postal Ballot	42	1,04,24,11,177
2	E-Voting through Postal Ballot	42	1,04,24,11,177

Unit holders who are Related Parties as on the BENPOS date (i.e 03/11/2023) for the Purpose of the Resolutions as identified by the Trustee and the Investment Manager pursuant to 2 (zv) of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 are hereunder :

DPCLID	Name	Units held	Resolution 1	Resolution 2
1204750000021938	ALLIANZ INFRASTRUCTURE LUXEMBOURG II S.A.R.L	14,05,58,623	-	Related Party
IN30005410123593	2726247 ONTARIO INC.	22,18,93,790	-	Related Party
IN30014220771972	CPP INVESTMENT BOARD PRIVATE HOLDINGS 3 INC	17,32,55969	Related Party	Related Party
IN30014220771989	CPP INVESTMENT BOARD PRIVATE HOLDINGS 4 INC	46,08,90,459	Related Party	Related Party



The Electronic Voting through Postal Ballots was counted at the end of voting period on each of the Resolution aforementioned and the results ascertained is as hereunder.

	No : of Unit Holders as on BENPOS Date ( 03/11/2023)	42	
	No of Units held by the Unitholders as on BENPOS Date ( 03/11/2023)	1,04,24,11,177	
	Voting Eligibility of one unit	One Vote	
Voting Results			
S.No	Particulars	Resolution 1	Resolution 2
1	No: of votes polled (1 unit= 1vote)	1,03,26,11,342	1,03,26,11,342
2	% of votes to total votes	99.06%	99.06%
3	Related Party Votes for exclusion	63,41,46,428	99,65,98,841
4	Total Valid Votes (1-3)	39,84,64,914	3,60,12,501
5	% of valid votes to total votes	38.59%	3.49%
6	No of Votes in favour.( Assent )	39,84,64,914	3,60,12,501
7	% of Votes in Favour	100.00%	100.00%
8	No: of votes against	0	0
9	% of votes against	0.00%	0.00%

Category wise results are enclosed herewith as **Annexure to this Report**





Note: There had been 64,00,000 votes polled without attaching authorisations by the following unit holders and their votes had been considered as valid votes for the purpose of ascertaining the results . The respective authorisations of the unit holders be verified with the Registrar & Transfer Agent .

Name	Units
SERUM INSTITUTE OF INDIA PVT LTD	58,00,000
HINDUSTAN COMPOSITES LIMITED	6,00,000

All relevant records were handed over to the representative of the IDBI Trusteeship Services Limited authorized by the Board for safe keeping.

**for M/S. Sundaram & Srinivasan**

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**P. Menakshi Sundaram**  
**Partner**  
**M.No. 217914**  
**Scrutinizer**  
**Peer Review Certificate No.013703**

**Place: Chennai**

**Date: 30<sup>th</sup> November 2023**

**UDIN: 23217914BGWPJO4697**



## ANNEXURE TO REPORT OF SCRUTINIZER DATED 30/11/2023

## RESOLUTION 1

CONVERSION OF INTERISE INVESTMENT MANAGERS LIMITED (FORMERLY KNOWN AS LTIDPL INDVIT SERVICES LIMITED) TO A SELF-SPONSORED INVESTMENT MANAGER OF  
INDINFRAVIT TRUST

Category	Mode of Voting	No. of Units held	No. of votes polled	% of Votes polled on outstanding units	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Sponsor(s)/ Investment Manager/ Project Manager(s) and their associates/ related parties	E-Voting	63,41,46,428	63,41,46,428	60.83%	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party
Public Holdings								
1. Mutual Funds	E-Voting							
2. Foreign Direct Investor	E-Voting	14,05,58,623	14,05,58,623	13.48%	14,05,58,623	NIL	100%	NIL
3. Foreign Portfolio Investor	E-Voting	22,18,93,790	22,18,93,790	21.29%	22,18,93,790	NIL	100%	NIL
4. others	E-Voting	4,58,12,336	3,60,12,501	3.45%	3,60,12,501	NIL	100%	NIL
<b>Total</b>		<b>1,04,24,11,177</b>	<b>1,03,26,11,342</b>	<b>99.06%</b>	<b>39,84,64,914</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

for M/S. Sundaram &amp; Srinivasan

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Partner



## ANNEXURE TO REPORT OF SCRUTINIZER DATED 30/11/2023

## RESOLUTION 2

## PROPOSED CHANGE IN CONTROL OF INTERISE INVESTMENT MANAGERS LIMITED (FORMERLY KNOWN AS LTIDPL INDVIT SERVICES LIMITED), IN ITS CAPACITY AS THE INVESTMENT MANAGER OF INDINFRAVIT TRUST

Category	Mode of Voting	No. of Units held	No. of votes polled	% of Votes polled on outstanding units	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Sponsor(s)/ Investment Manager/ Project Manager(s) and their associates/ related parties	E-Voting	63,41,46,428	63,41,46,428	60.83%	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party
<b>Public Holdings</b>								
1.Mutual Funds	E-Voting							
2.Foreign Direct Investor	E-Voting	14,05,58,623	14,05,58,623	13.48%	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party
3. Foreign Portfolio Investor	E-Voting	22,18,93,790	22,18,93,790	21.29%	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party	Excluded being Related Party
4. others	E-Voting	4,58,12,336	3,60,12,501	3.45%	3,60,12,501	NIL	100%	NIL
<b>Total</b>		<b>1,04,24,11,177</b>	<b>1,03,26,11,342</b>	<b>99.06%</b>	<b>3,60,12,501</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

for M/S. Sundaram &amp; Srinivasan

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P. Menakshi Sundaram  
Partner

