29th June 2026

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001
Scrip Code: 544137

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex, Bandra(E)
Mumbai -400051
Symbol: INDUSINVIT

Subject: Notice of Third Annual General Meeting of the Indus Infra Trust

Dear Ma'am / Sir,

Pursuant to the provisions of Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended, read with circulars and guidelines issued thereunder from time to time ("**SEBI InvIT Regulations**"), we wish to inform that the Third Annual General Meeting ("**AGM**") of Unitholders of Indus Infra Trust ("**Trust**") is scheduled to be held on Friday, 24th July 2026 at 11:00 A.M. (IST) through Video Conferencing / Other Audio-visual Means. The Notice calling the AGM is enclosed herewith.

The Notice of AGM is also being made available on the website of the Trust at: https://indusinvit.com/investor-information.html

You are requested to take the above information on your record.

Yours sincerely,

For Indus Infra Trust
Acting through its Investment Manager
GR Highways Investment Manager Private Limited

MOHNISH DUTTA
Digitally signed by MOHNISH DUTTA
Date: 2026.06.29 22:32:41 +05'30'

Mohnish Dutta
Company Secretary & Compliance Officer
M. No. FCS 10411

CC:
IDBI Trusteeship Services limited
Ground Floor, Universal Insurance Building
Sir P.M. Road, Fort, Mumbai, Maharashtra – 400001

Encl: as above

Notice of Annual General Meeting

Notice is hereby given that the Third Annual General Meeting ("**AGM**") of the Unitholders of Indus Infra Trust ("**Trust**" / "**InvIT**") will be held on Friday, 24th July 2026 at 11:00 AM (IST) through Video Conference ("**VC**") / Other Audio-Visual Means ("**OAVM**") without the physical presence of the Unitholders at a common venue, in compliance with Chapter 17 of the SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated 11th July 2025, on Infrastructure Investment Trusts, to transact the businesses mentioned hereinbelow:

ORDINARY BUSINESS

Item No. 1 To consider and adopt Audited Standalone & Consolidated Financial Statements of the Indus Infra Trust as at 31st March 2026, together with the Report of the Auditors thereon and the Report on Performance of the InvIT:

To consider and if thought fit, to pass the following resolution(s) with or without modification(s), by way of simple majority, i.e. votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution in accordance with Regulation 22(3) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014:

"**RESOLVED THAT** pursuant to the provisions of Regulation 22(3) and other applicable provisions of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with applicable circulars, notifications, rules, guidelines issued thereunder, if any, (**"SEBI InvIT Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Audited Standalone & Consolidated Financial Statements of the Indus Infra Trust (the **"Trust"**) as at 31st March 2026, together with the Report of the Auditors thereon and the report on Performance of the Trust be and are hereby approved and adopted.

Item No. 2 To approve and adopt Valuation Report of the InvIT assets as at 31st March 2026:

To consider and if thought fit, to pass the following resolution(s) with or without modification(s), by way of simple majority, i.e. votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution in accordance with Regulation 22(3) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014:

"**RESOLVED THAT** pursuant to the provisions of Regulation 22(3) and other applicable provisions of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with applicable circulars, notifications, rules, guidelines issued thereunder, if any, ("**SEBI InvIT Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Valuation Report of all assets of the Indus Infra Trust as at 31st March 2026, issued by Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238), be and is hereby approved and adopted."

Item No. 3 To consider and approve the appointment of Valuer of the Indus Infra Trust:

To consider and if thought fit, to pass the following resolution(s) with or without modification(s), by way of simple majority, i.e. votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution in accordance with Regulation 22(3) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014:

"**RESOLVED THAT** pursuant to the provisions of Regulation 10(5), 21, 22(3) and other applicable provisions of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with applicable circulars, notifications, rules, guidelines issued thereunder, if any, (**"SEBI InvIT Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the policy on Appointment of Auditor and Valuer of Indus Infra Trust (the **"Trust"**) and in consultation with IDBI Trusteeship Services Limited (in its capacity as the trustee to the Trust) and upon the recommendation by the Investment Manager of the Trust, the appointment of Mr. Jayesh Kumar Parasmal Shah, Registered Valuer bearing IBBI Registration no.: IBBI/RV/07/2020/13066 ("**Valuer**"), who had confirmed their eligibility to be appointed as the Valuer of the Trust and its Project Special Purpose Vehicles (**"Project SPVs"**) For Financial Year 2026-27 who shall hold office till the appointment of the Valuer by the Unitholders in the Annual General Meeting to be held during Calendar Year 2027, at a remuneration of an amount not exceeding Rs. 70,00,000/- (plus applicable taxes and reimbursement of out-of pocket expenses, if any) and on such terms and conditions as may be mutually agreed by and between the GR Highways Investment Manager Private Limited (**"the Investment Manager"**) and the Valuer, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Investment Manager, be and are hereby severally authorized to finalize the terms and conditions of the aforesaid appointment, and to inform all regulatory, statutory and governmental authorities, as may be required under applicable laws, and in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Authorised Officers to be in the best interest of the InvIT and its unitholders, as they may deem fit."

For Indus Infra Trust
Acting through its Investment Manager
GR Highways Investment Manager Private Limited

Sd/-
Mohnish Dutta
Company Secretary & Compliance Officer
ICSI Membership No.: FCS 10411

Date: 29th June 2026
Place: Gurugram

Principal Place of Business and Contact Details of the Trust:

Indus Infra Trust
Seventh Floor, GR One Tower, Plot No. 7B, Sector 18, Gurugram 122015, Haryana, India
SEBI Registration No.: IN/InvIT/22-23/0023

Registered Office and Contact Details of the Investment Manager:

GR Highways Investment Manager Private Limited
GR One Tower, Plot No. 7B, Sector 18, Gurugram 122015, Haryana, India
CIN: U65999HR2022PTC102221

Contact Person:
Mohnish Dutta
Company Secretary & Compliance Officer
Tel: +91 85888 55586
E-mail: cs@indusinvit.com
Website: https://www.indusinvit.com

Notes:

1. GENERALLY, A UNITHOLDER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING ("**AGM**") MAY APPOINT A PROXY TO ATTEND AND VOTE IN THE AGM, AND SUCH PROXY NEED NOT BE A UNITHOLDER OF THE INDUS INFRA TRUST. HOWEVER, SINCE THE AGM IS PROPOSED TO BE HELD THROUGH VIDEO CONFERENCE OR OTHER AUDIO-VISUAL MEANS, AND PHYSICAL ATTENDANCE OF THE UNITHOLDERS IS DISPENSED WITH, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE UNITHOLDERS HAS ALSO BEEN DISPENSED. HENCE, PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THE NOTICE.

2. Securities and Exchange Board of India ("SEBI") has vide its Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated 11th July 2026 ("**SEBI Master Circular**"), has permitted Infrastructure Investment Trusts, to hold Annual General Meeting of the Unitholders through Video Conference or Other Audio-visual Means ("**VC / OAVM**"), without physical presence of the Unitholders at a common venue.

3. Accordingly, pursuant to the provisions of Regulation 22 and other applicable Regulations of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 ("**SEBI InvIT Regulations**") read with Circulars / Master Circulars issued thereunder, the Annual General Meeting of the Unitholders of the Indus Infra Trust ("**Trust" / "InvIT**") is being conducted through VC / OAVM. Since the meeting is being conducted through VC / OAVM, the proceedings of the AGM are deemed to be conducted at the Registered Office of the InvIT.

4. The Annual General Meeting Notice ("**AGM Notice**") is being sent to those Unitholders whose names appear in the Register of Beneficial Owners maintained by the Depositories as of the cut-off date, i.e., Friday, 26th June 2026 ("**Notice Cut-off Date**"). The AGM Notice is being sent to Unitholders on their registered email Ids with the Depository Participants. The Unitholders are encouraged to get their e-mail id's registered / updated by contacting their respective Depository Participants. The Unitholders whose email ids are not registered, SMS is being sent by the RTA.

5. The explanatory statement stating all material facts and the reason for the proposed resolution is annexed herewith.

6. The InvIT's Registrar and Transfer Agent for its Unit Registry work is KFin Technologies Limited ("**KFintech / RTA**"). GR Highways Investment Manager Private Limited ("**the Investment Manager**") on behalf of the InvIT has appointed KFin Technologies Limited to provide Video Conferencing facility for the AGM.

7. Mrs. Preksha Dawet, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

8. The Investment Manager of InvIT is providing facility of remote e-voting to the Unitholders of the InvIT through KFin Technologies Limited, the RTA of the InvIT. The Unitholders shall vote through electronic mode only as per the instructions for e-voting provided in the AGM Notice.

9. The Instructions relating to the remote e-voting facility are provided herein below:

    a. Commencement of remote e-voting: 9:00 a.m. (IST) on Tuesday, 21st July 2026

    b. End of remote e-voting: 5:00 p.m. (IST) on Thursday, 23rd July 2026

    c. The remote e-voting will not be allowed beyond the above date and time, and the remote e-voting module shall forthwith be disabled by KFintech upon expiry of the aforesaid period.

    d. The voting rights of Unitholders in respect of the e-voting shall be reckoned in proportion to their units in the paid-up unit capital as on the Cut-off date i.e. Friday, 17th July 2026.

    e. Any person who acquires units of the InvIT and becomes a Unitholder of the InvIT after sending of the Notice and holding Units as of the cut-off date i.e. Friday, 17th July 2026, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

    f. Institutional / Corporate Unitholders (i.e. other than Individuals / Trusts / HUFs / NRIs etc.) are required to send a scanned copy (PDF/JPG Format) of its Board / Governing Body Resolution / Authorisation etc. authorising its representative to attend the AGM and vote either through remote e-voting or voting during the AGM, on its behalf. The said authorisation should be sent electronically through the registered e-mail id of the Unitholder to the Scrutinizer of the AGM, Ms. Preksha Dawet at dawet.preksha@yahoo.com with a copy to Compliance Officer of the InvIT at cs@indusinvit.com, not less than 48 hours before the commencement of the AGM.

    g. Once the vote on a resolution in this notice is cast by the Unitholder through remote e-voting, the Unitholder shall not be allowed to change it subsequently and such vote shall be final. The Unitholders who have cast their vote through remote e-voting may also attend the AGM, however such Unitholder shall not be allowed to vote again during the AGM.

    h. The Unitholders may contact KFintech, at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com, for any technical assistance before or during the AGM.

10. The documents referred to in this AGM Notice and Explanatory Statement are uploaded on the website of Trust at www.indusinvit.com.

11. The AGM Notice is also available on the website of the trust at www.indusinvit.com and may also be accessed from the relevant section of websites of Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited. The AGM Notice is also available on the website of the remote e-voting agency at https://evoting.kfintech.com. Unitholders who have not received the AGM Notice may download the same from the aforementioned platforms / links. Unitholders may also contact KFintech or the Investment Manager at indusinvit@kfintech.com or cs@indusinvit.com, respectively.

12. Unitholders are requested to send their queries, if any, to the Investment Manager on or before 21st July 2026 to enable the Investment Manager to provide the required information.

13. The recorded transcript of the meeting held through Video Conferencing or Other Audio-visual means shall be maintained in safe custody of the Investment Manager and shall also be uploaded on the website of the InvIT, forthwith, after the conclusion of the AGM.

14. The Unitholders can join the Annual Meeting in the VC/OAVM mode 15 minutes before the scheduled time for commencement of the Meeting and after the commencement of Meeting by following the procedure mentioned in this Notice. The facility for participation at the Meeting 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.

15. The Unitholders who are present at the AGM and have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, may cast their vote during the AGM through e-voting system provided by the KFintech.

16. 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.

17. The Scrutinizer will submit her report to the Compliance Officer of the Investment Manager after the completion of scrutiny, and the Compliance Officer will announce the result of the Voting within two working days from the end of e-voting. The results and the Scrutinizer's report will be submitted to the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com. The results will also be placed on the website of the Trust at https://www.indusinvit.com/investor-information.html and the remote e-voting agency, at https://evoting.kfintech.com.

18. In case of any query and/or grievance, in respect of remote e-Voting, Unitholders may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of KFin Technologies Limited (https://evoting.kfintech.com) or contact Tollfree No: 1800-309-4001, E-mail: evoting@kfintech.com, for any further clarifications.

19. Wherever required or possible, the Unitholders are requested to address all correspondence, including distribution matters, to the RTA, M/s. KFin Technologies Limited (Unit: Indus Infra Trust), Selenium Building, Tower-B, Plot No. 31-32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032, India or email at evoting@kfintech.com.

INSTRUCTIONS TO UNITHOLDERS FOR ATTENDING THE AGM THROUGH VC / OAVM, REMOTE E-VOTING / E-VOTING DURING THE AGM

General Instructions for e-voting

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Unitholders are advised to update their mobile number and email address in their demat account in order to access remote e-Voting.

A. Remote E-voting / E-voting during the AGM Instructions for Unitholders holding Units in Demat Mode:

Method 1: login through National Securities Depository Limited ("NSDL") and Central Depository Services (India Limited) ("CDSL")

Individual Unitholders holding securities in demat form with NSDL	Individual Unitholders holding securities in demat form with CDSL
1. User already registered for IDeAS facility: i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. v. Click on "**Indus Infra Trust**" or e-Voting service provider i.e. KFintech and you will be re-directed to e-voting service provider's website for casting the vote through remote e-Voting	**1. Existing user who have opted for Easi / Easiest** i. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech's e-Voting portal. v, Click on "**Indus Infra Trust**" or e-Voting service provider i.e. KFintech and you will be re-directed to e-voting service provider's website for casting the vote through remote e-Voting
2. User not registered for IDeAS e-Services If you are not registered for IDeAS e-services, option to register is available at: https://eservices.nsdl.com. Kindly select "**Register Online for IDeAS**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and fill out the required fields. Follow the steps in the Para 1 above	**2. User not registered for Easi/Easiest** Option to register is available at: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields Follow the steps in the Para 1 above
3. Alternatively, by directly accessing the e-Voting website of NSDL Open URL: https://www.evoting.nsdl.com 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 held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech's e-Voting page for casting your vote during the remote e-Voting period.	**3. Alternatively, by directly accessing the e-Voting website of CDSL** Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate 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, i.e. KFintech where the e-Voting is in progress.

Individual Unitholders holding securities in demat form with NSDL	Individual Unitholders holding securities in demat form with CDSL
4. NSDL Mobile App Members can also download the NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code for seamless voting experience. NSDL Mobile App is available on App Store Google Play	

Important note: Unitholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Unitholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL is given below:

Unitholders facing any technical issue - NSDL	Unitholders facing any technical issue - CDSL
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 102 0990 and 1800 2244 301 **weblink to contact:** https://www.evoting.nsdl.com/eVotingWeb/contactus.do	Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 **weblink to contact:** https://www.evotingindia.com/ContactUs.jsp

Method 2: Access to KFintech's e-Voting system

Unitholders whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), User ID and Password. The Unitholders are requested to follow the following process to vote through e-voting portal of KFintech:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com

ii. Enter the login credentials (i.e. User ID and password). User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi On successful login, the system will prompt you to select the "EVEN" i.e., "Indus Infra Trust'- "AGM" and click on "Submit"

Unitholders who have forgotten the User ID and Password, may obtain / retrieve the same in the manner mentioned below:

i. If the mobile number of the Unitholder is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399

ii. Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678

iii. Example for Physical: MYEPWD<SPACE> XXXX1234567890

iv. If email ID of the Unitholders is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the Unitholder may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

v. Unitholders may send an email request to einward.ris@kfintech.com. If the Unitholder is already registered with the KFintech e-voting platform then such Unitholder can use his / her existing User ID and password for casting the vote through remote e-voting.

vi. Unitholders may call KFintech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.kfintech.com/public/Faq.aspx. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 1-800-309-4001 (toll free).

Method 3: login through Demat Account / website of Depository Participant

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. 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.

i. Unitholders can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.

ii. Once logged-in, Unitholders will be able to view e-voting option.

iii. Upon clicking on e-voting option, Unitholders will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.

iv. Click on options available against Indus Infra Trust or KFintech.

v. Unitholders will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.

Voting Instructions to be followed after logging in through any of the above three methods

i. On the voting page, enter the number of Units (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total Unitholding as mentioned herein above. You may also choose the option ABSTAIN. If the Unitholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the Units held will not be counted under either head.

ii. Unitholders holding multiple demat accounts shall choose the voting process separately for each demat account.

iii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

iv. You may then cast your vote by selecting an appropriate option and click on "Submit".

v. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Unitholders can login any number of time till they have voted on the Resolution(s).

vi. All grievances connected with the facility for voting by electronic means may be addressed to KFintech by sending an email to evoting@kfintech.com or call 1800 309 4001 (Toll Free).

B Instructions for Unitholders to attend the AGM through video conference / other audio-visual mode

i. Unitholders will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Unitholders may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the InvIT/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the InvIT. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.

ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.

iii. Unitholders are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Unitholders will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.

v. The Unitholders who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Unitholders may click on the voting icon displayed on the screen to cast their votes.

vi. A Unitholder can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Unitholder casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

vii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 Unitholders on first come first serve basis.

viii. Institutional Unitholders are encouraged to attend and vote at the AGM through VC/OAVM.

Speaker Registration and Queries

i. The Unitholders who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will opened from 9:00 a.m. (IST) on 19th July 2026 and will end at 5:00 p.m. (IST) on 21st July 2026 Unitholders shall be provided a 'queue number' before the meeting. The Trust reserves the right to restrict the speakers at the AGM to only those Unitholders who have registered themselves, depending on the availability of time for the AGM.

ii. **Post your Question:** The Unitholders who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the User ID and Password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will opened from 9:00 a.m. (IST) on 19th July 2026 and will end at 5:00 p.m. (IST) on 21st July 2026

iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech' s Website) or send e-mail at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

Declaration of Result

1. The Scrutinizer's decision on the validity of the vote shall be final.

2. The Scrutinizer after scrutinizing the votes cast by remote e-voting and e-voting during the AGM will make a consolidated Scrutinizer's Report and submit the same forthwith but no later than 48 hours, after the conclusion of the AGM, to the Compliance Officer of the InvIT who shall countersign the same.

3. The results declared along with consolidated Scrutinizer's Report will be made available on the website of the InvIT at www.indusinvit.com, on the website of the KFintech at https://emeetings.kfintech.com, on the website of the BSE Limited at www.bseindia.com and on the website of National Stock Exchange of India Limited at www.nseindia.com.

4. The resolutions shall be deemed to be passed at the registered office of the Indus Infra Trust on the date of the AGM, subject to receipt of the requisite number of votes in favor of the resolutions.

EXPLANATORY STATEMENT

The following statement set out the material facts and reasons for the proposed resolution stated in the accompanying notice above:

Item No. 3 To consider and approve the appointment of Valuer of the Indus Infra Trust:

Under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 **("SEBI InvIT Regulations")**, a Valuer is required to be appointed to carry out valuation of the assets of Indus Infra Trust **("Trust" / "InvIT")**. For this purpose, the 'Valuer' means any person who is a **"Registered Valuer"** under section 247 of the Companies Act, 2013 or as specified by SEBI from time to time. Further, Board of Directors of GR Highways Investment Manager Private Limited, the Investment Manager of the InvIT **("Investment Manager")** has also adopted the "Policy on Appointment of Auditor and Valuer of Indus Infra Trust" **("Policy")**. Subject to the approval of Unitholders, and in consultation with the Trustee, the Board of Directors of the Investment Manager in their meeting held on 26th June 2026 had approved the appointment of Mr. Jayesh Kumar Parasmal Shah, Registered Valuer bearing IBBI Registration no.: IBBI/RV/07/2020/13066 **("Valuer")** For Financial Year 2026-27 who shall hold office till the appointment of the Valuer by the Unitholders in the Annual General Meeting to be held during Calendar Year 2027.

Brief profile of Mr. Jayesh Kumar Parasmal Shah, Registered Valuer is as follows:

Mr. Jayesh Shah is a fellow member of the Institute of Chartered Accountants of India, Registered Valuer & Member of IBBI Valuation, having IBBI Registration No. IBBI/RV/07/2020/13066. He has completed Diploma in Information System Audit (DISA) and also has done Certification on Forensic audit & Fraud detection (FAFD) by ICAI.

Mr. Shah has more than five years of experience in the valuation of Infrastructure Assets. He has been consistently involved in reviewing and meticulously completing valuation reports for both listed and unlisted companies, demonstrating his expertise in the field of financial and asset valuation. Over the years, he has been entrusted by various Resolution Professionals (RPs) to handle the valuation of Securities and Financial Assets of companies undergoing the Insolvency and Bankruptcy Procedure, a responsibility that underscores his deep understanding of complex financial frameworks. In addition to this, he serves as a Concurrent and Statutory Bank Branch Auditor for Nationalized Banks, contributing significantly to maintaining financial accuracy and compliance.

Mr. Shah's professional engagements extend to the valuation of preference shares, the issuance of fresh equity shares, and the assessment of other financial instruments, showcasing his ability to navigate diverse aspects of corporate finance. His extensive working experience spans multiple industries, including power, construction, software, and several other sectors.

In accordance with Regulation 22(3), the approval of appointment of valuer shall be taken up in the Annual General Meeting of the Unitholders. Accordingly, Unitholders are requested to approve the appointment of Mr. Jayesh Kumar Parasmal Shah, Registered Valuer bearing IBBI Registration no.: IBBI/RV/07/2020/13066 **("Valuer")** For Financial Year 2026-27 who shall hold office till the appointment of the Valuer by the Unitholders in the Annual General Meeting to be held during Calendar Year 2027, at a remuneration of an amount not exceeding Rs. 70,00,000/- (plus applicable taxes and reimbursement of out-of pocket expenses, if any) and on such terms and conditions as may be mutually agreed by and between the GR Highways Investment Manager Private Limited ("the **Investment Manager**") and the Valuer.

None of the Parties to the Trust, Directors or Key Managerial Personnel of the Investment Manager are interested in the proposed resolution.

The Board of Directors of Investment Manager recommends the resolution as set out in Item No. 3 of the Notice for your approval by way of simple majority (i.e. where the votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution).

For **Indus Infra Trust**
Acting through its Investment Manager
GR Highways Investment Manager Private Limited

Sd/-
Mohnish Dutta
Company Secretary & Compliance Officer
ICSI Membership No.: FCS 10411

Date:29th June 2026
Place: Gurugram

Principal Place of Business and Contact Details of the Trust:

Indus Infra Trust
Seventh Floor, GR One Tower, Plot No. 7B, Sector - 18, Gurugram, Haryana - 122015, India

Corporate Office:

Unit No. 1111, Eleventh Floor, A Wing,
INS Tower, G Block, BKC, Bandra East,
Mumbai, Maharashtra – 400051
SEBI Registration No.: IN/InvIT/22-23/0023

Registered Office and Contact Details of the Investment Manager:

GR Highways Investment Manager Private Limited
Seventh Floor, GR One Tower, Plot No. 7B, Sector - 18, Gurugram, Palam Road, Haryana - 122015, India

Corporate Office:

Unit No. 1111, Eleventh Floor, A Wing,
INS Tower, G Block, BKC, Bandra East,
Mumbai, Maharashtra – 400051
CIN: U65999HR2022PTC102221

Contact Person:
Mohnish Dutta
Company Secretary & Compliance Officer
Tel: +91 124 643 5000
E-mail: cs@indusinvit.com
Website: https://www.indusinvit.com/